

HEALTH CARE REIT INC /DE/
Form 4
January 20, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HERMAN CHARLES J JR

2. Issuer Name and Ticker or Trading Symbol
HEALTH CARE REIT INC /DE/ [HCN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4500 DORR STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/Pres, Srs. Hous/Post Acute

TOLEDO, OH 43615
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	01/15/2015		F		5,512	D	\$ 83.17
Common Stock	01/16/2015		M		5,184	A	\$ 37
Common Stock	01/16/2015		M		7,200	A	\$ 43.29
Common Stock	01/16/2015		M		7,988	A	\$ 49.17
Common Stock	01/16/2015		S ⁽¹⁾		20,372	D	\$ 83.2672
							47,463

Common Stock 32,247 I LLC ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to Buy)	\$ 37	01/16/2015		M	5,184	01/15/2014 ⁽³⁾ 01/29/2019	Common 5,184 ⁽³⁾
Option (Right to Buy)	\$ 43.29	01/16/2015		M	7,200	01/15/2014 ⁽⁵⁾ 01/28/2020	Common 9,510 ⁽⁵⁾
Option (Right to Buy)	\$ 49.17	01/16/2015		M	7,988	01/15/2014 ⁽⁷⁾ 01/27/2021	Common 11,982 ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HERMAN CHARLES J JR
4500 DORR STREET
TOLEDO, OH 43615

EVP/Pres, Srs. Hous/Post Acute

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Charles J. Herman, Jr.

01/20/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Sales Plan dated December 16, 2014.
- (2) The shares are held by an Ohio limited liability company for which the reporting person is the sole manager and, as trustee for a revocable trust of the reporting person, the sole member.

Options for the purchase of 39,434 shares of common stock at \$37.00 per share were granted to Mr. Herman on January 29, 2009, which grant has previously been reported. The partial exercise of these options for the purchase of 34,250 shares has previously been reported. Of the remaining options, options for the purchase of 5,184 shares vested on January 15, 2014.

- (4) The options were granted under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

Options for the purchase of 23,776 shares of common stock were granted to Mr. Herman on January 28, 2010, which grant has previously been reported. The partial exercise of these options for the purchase of 14,266 shares has previously been reported. Of the remaining options, options for the purchase of 4,755 shares vested on January 15 of each of 2014 and 2015.

- (6) The options were granted under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

Options for the purchase of 19,971 shares of common stock were granted to Mr. Herman on January 27, 2011, which grant has previously been reported. The partial exercise of these options for the purchase of 7,989 shares has previously been reported. Of the remaining options, options for the purchase of 3,994 shares vested on January 15 of each of 2014 and 2015 and options for the purchase of 3,994 shares will vest on January 15, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.