HEALTH CARE REIT INC /DE/

Form 4

February 09, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31,

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Rivera Sergio

2. Issuer Name and Ticker or Trading

Symbol

HEALTH CARE REIT INC /DE/

(Check all applicable)

5. Relationship of Reporting Person(s) to

[HCN]

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year) 02/05/2015

X_ Director 10% Owner Officer (give title Other (specify

C/O HEALTH CARE REIT. INC., 4500 DORR STREET

> (Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

Issuer

below)

TOLEDO, OH 43615

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code

Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

or

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction Derivative Date Derivative Conversion

5. Number

6. Date Exercisable and Expiration

7. Title and Amount Underlying Securitie

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	*		onth/Day/Year)	(Instr. 3 an	d 4)
			Code V	(A) (D) Date	Exercisable	Expiration Date	Title	Amou or Numb

of Share:

1.53

(1)

Deferred

Stock $0 \ (1)$ 02/05/2015 A 1,532 02/05/2016(1) 02/05/2016(1) Common

Deletionship

Units

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			

Rivera Sergio C/O HEALTH CARE REIT, INC. 4500 DORR STREET TOLEDO, OH 43615

X

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Sergio D.
Rivera
02/09/2015

**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).
- These deferred stock units were granted without cash consideration on February 5, 2015. Each deferred stock unit represents a right to (1) receive one share of common stock of Health Care REIT, Inc. at the time of vesting of the unit. These deferred stock units vest in one installment, with 1,532 units vesting on February 5, 2016.
- Includes (i) 500 deferred stock units granted on August 26, 2014, with 167 units vesting on August 26 of each of 2015 and 2016 and 166
 (2) deferred stock units vesting on August 26, 2017 and (ii) 1,532 deferred stock units granted on February 5, 2015 with 1,532 deferred stockk units vesting on February 5, 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.

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