HEALTH CARE REIT INC /DE/

Form 4

August 10, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

subject to

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 * **ESTES SCOTT A**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HEALTH CARE REIT INC /DE/

(Check all applicable)

[HCN]

(Last)

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

Director 10% Owner

(Month/Day/Year)

X_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

08/06/2015

EVP and CFO

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

TOLEDO, OH 43615

4500 DORR STREET

(Zip)

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

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

3. 4. Securities TransactionAcquired (A) or

5. Amount of Securities Beneficially

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

Ownership

(Instr. 4)

(Month/Day/Year)

Code (Instr. 8)

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

Owned Following Reported

(T)

(Instr. 4)

(A)

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.

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)

1. Title of Derivative Security (Instr. 3)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amou Underlying Secur (Instr. 3 and 4)

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Price of (Month/Day/Year) (Instr. 8) Acquired Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5)

(D) Date Expiration Title

Am

or Nur of Sha

Exercisable Date

Performance-Based

Restricted Stock (1) 08/06/2015 A 8,758 (1) (1) Common

Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ESTES SCOTT A

4500 DORR STREET EVP and CFO

TOLEDO, OH 43615

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Scott A.

Estes

08/10/2015

**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).

This performance-based restricted stock unit award granted under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan are target shares as defined in the 2015-2017 Long-Term Incentive Program. Final share amounts will be determined at the conclusion of the performance period based on the Company's total shareholder return as determined by the Compensation Committee of the Board of Directors. Each restricted stock unit represents the right to receive one share of HCN's common stock.

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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