

Cozzi Vincent M.
Form 4
November 12, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Cozzi Vincent M.

2. Issuer Name and Ticker or Trading Symbol
VENTAS INC [VTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
111 SOUTH WACKER DRIVE,
SUITE 4800

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Medical Office Properties

CHICAGO, IL 60606

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/10/2010 | | M | 7,539 A \$ 41.54 | 15,988 | D | |
| Common Stock | 11/10/2010 | | M | 5,176 A \$ 21.57 | 21,164 | D | |
| Common Stock | 11/10/2010 | | S ⁽¹⁾ | 100 D \$ 53.91 | 21,064 | D | |
| Common Stock | 11/10/2010 | | S ⁽¹⁾ | 600 D \$ 53.93 | 20,464 | D | |
| Common Stock | 11/10/2010 | | S ⁽¹⁾ | 848 D \$ 53.94 | 19,616 | D | |

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| | | | | | | | |
|--------------|------------|-------------------------|-------|---|----------|--------|---|
| Common Stock | 11/10/2010 | <u>S</u> ⁽¹⁾ | 1,200 | D | \$ 53.95 | 18,416 | D |
| Common Stock | 11/10/2010 | <u>S</u> ⁽¹⁾ | 367 | D | \$ 53.96 | 18,049 | D |
| Common Stock | 11/10/2010 | <u>S</u> ⁽¹⁾ | 1,559 | D | \$ 53.97 | 16,490 | D |
| Common Stock | 11/10/2010 | <u>S</u> ⁽¹⁾ | 241 | D | \$ 53.98 | 16,249 | D |
| Common Stock | 11/10/2010 | <u>S</u> ⁽¹⁾ | 700 | D | \$ 53.99 | 15,549 | D |
| Common Stock | 11/10/2010 | <u>S</u> ⁽¹⁾ | 4,000 | D | \$ 54 | 11,549 | D |
| Common Stock | 11/10/2010 | <u>S</u> ⁽¹⁾ | 600 | D | \$ 54.01 | 10,949 | D |
| Common Stock | 11/10/2010 | <u>S</u> ⁽¹⁾ | 1,800 | D | \$ 54.02 | 9,149 | D |
| Common Stock | 11/11/2010 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 54.03 | 9,049 | D |
| Common Stock | 11/10/2010 | <u>S</u> ⁽¹⁾ | 400 | D | \$ 54.04 | 8,649 | D |
| Common Stock | 11/10/2010 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 54.05 | 8,449 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | \$ 41.54 | 11/10/2010 | | M | 7,539 | 01/22/2008 ⁽²⁾ 01/22/2018 | Title Amount or Number of Shares 7,539 |

| | | | | | | | | | |
|--------------------------------------|----------|------------|---|-------|---------------------------|------------|--|-----------------|-------|
| Stock Option (Right to Buy) | | | | | | | | Common Stock | |
| Stock Option (Right to Buy) | \$ 21.57 | 11/10/2010 | M | 5,176 | 02/27/2009 ⁽³⁾ | 02/27/2019 | | Common Stock | 5,176 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cozzi Vincent M. 111 SOUTH WACKER DRIVE, SUITE 4800 CHICAGO, IL 60606 | | | SVP Medical Office Properties | |

Signatures

Vincent M. Cozzi, By: T. Richard Riney,
Attorney-In-Fact

11/12/2010

__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) On November 10, 2010, the Reporting Person transmitted to the Securities and Exchange Commission a Form 144 covering the sale of the Issuer's common stock reported on Table I.
 - (2) These options were part of a previously reported grant of 7,539 on January 22, 2008, by the Issuer to the Reporting Person that vested in three equal installments on January 22, 2008, January 22, 2009 and January 22, 2010.
 - (3) These options were part of a previously reported grant of 7,764 on February 27, 2009, by the Issuer to the Reporting Person that vests in three equal installments on February 27, 2009, February 27, 2010 and February 27, 2011.
 - (4) Represents total number of unexercised stock options held by the Reporting Person as of November, 10, 2010.

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