

VENTAS INC

Form 4

December 16, 2014

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHWEINHART RICHARD A

(Last) (First) (Middle)

**10350 ORMSBY PARK
PLACE, SUITE 300**

(Street)

LOUISVILLE, KY 40223

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Advisor to the CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	12/12/2014		M	82,140 A	\$ 41.54 222,768.234	D	
Common Stock	12/12/2014		M	39,823 A	\$ 28.96 262,591.234	D	
Common Stock	12/12/2014		M	28,816 A	\$ 44.56 291,407.234	D	
Common Stock	12/12/2014		S ⁽¹⁾	150,779 D	\$ 74.818 140,628.234	D	
Common Stock					1,605	I	By IRA

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

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 41.54	12/12/2014		M	82,140	01/22/2008 ⁽²⁾ 01/22/2018	Common Stock	82,140
Stock Option (Right to Buy)	\$ 28.96	12/12/2014		M	39,823	01/21/2009 ⁽³⁾ 01/21/2019	Common Stock	39,823
Stock Option (Right to Buy)	\$ 44.56	12/12/2014		M	28,816	01/20/2010 ⁽⁴⁾ 01/20/2020	Common Stock	28,816

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHWEINHART RICHARD A 10350 ORMSBY PARK PLACE SUITE 300 LOUISVILLE, KY 40223	Senior Advisor to the CEO

Signatures

Richard A. Schweinhart, By: T. Richard Riney,
Attorney-In-Fact

12/16/2014

__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).

On December 12, 2014, the Reporting Person transmitted to the Securities and Exchange Commission (the "SEC") a Form 144 covering the sale of the Issuer's common stock reported in Table I. The price reported in column 4 is a weighted average price. These shares were

- (1) sold by the Reporting Person in multiple transactions at prices ranging from \$74.42 to \$75.15, inclusive. The Reporting Person undertakes to provide Issuer, any security holder of Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).
- (2) These options were part of a previously reported grant of 82,140 on January 22, 2008 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 22, 2008.
- (3) These options were part of a previously reported grant of 39,823 on January 21, 2009 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 21, 2009.
- (4) These options were part of a previously reported grant of 28,816 on January 20, 2010 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 20, 2010.
- (5) As of December 12, 2014, Reporting Person owns options to purchase an aggregate of 160,435 shares of Issuer'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.

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