

VENTAS INC  
Form 4  
October 17, 2008

**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 \*  
**RINEY T RICHARD**

(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)  
**10/15/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP, Chief Admin. Off., GC**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 10/15/2008                           |  | S(1)(2)                        |   | 1,538 D \$ 39   | 325,217  | D                                 |
| Common Stock                    | 10/15/2008                           |  | S(1)(2)                        |   | 162 D \$ 39.13  | 325,055  | D                                 |
| Common Stock                    | 10/15/2008                           |  | S(1)(2)                        |   | 300 D \$ 39.17  | 324,755  | D                                 |
| Common Stock                    | 10/15/2008                           |  | S(1)(2)                        |   | 200 D \$ 39.18  | 324,555  | D                                 |
| Common Stock                    | 10/15/2008                           |  | S(1)(2)                        |   | 300 D \$ 39.22  | 324,255  | D                                 |

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|              |            |                |       |   |          |                      |   |        |
|--------------|------------|----------------|-------|---|----------|----------------------|---|--------|
| Common Stock | 10/15/2008 | <u>S(1)(2)</u> | 100   | D | \$ 39.23 | 324,155              | D |        |
| Common Stock | 10/15/2008 | <u>S(1)(2)</u> | 100   | D | \$ 39.27 | 324,055              | D |        |
| Common Stock | 10/15/2008 | <u>S(1)(2)</u> | 1,100 | D | \$ 39.3  | 322,955              | D |        |
| Common Stock | 10/15/2008 | <u>S(1)(2)</u> | 2,200 | D | \$ 39.48 | 320,755              | D |        |
| Common Stock |            |                |       |   |          | 1,300 <sup>(3)</sup> | I | By IRA |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships  |
|---|--|
| RINEY T RICHARD<br>10350 ORMSBY PARK PLACE, SUITE 300<br>LOUISVILLE, KY 40223 | Director 10% Owner Officer Other<br>EVP, Chief Admin. Off., GC |

## Signatures

T. Richard Riney 10/17/2008

\_\_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 October 15, 2008, 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 shares are being sold pursuant to a written non-discretionary Rule 10b5-1(c) sales plan dated August 8, 2008.
- (3) As of October 15, 2008, Reporting Person also owns options to purchase 128,366 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. 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.