**VENTAS INC** Form 4 January 21, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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response...

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

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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)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CAFARO DEBRA A Issuer Symbol VENTAS INC [VTR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify 111 SOUTH WACKER DRIVE, 01/17/2009 below) below) **SUITE 4800** Chairman, President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO,, IL 60606 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 2,190 \$ 01/17/2009 F D 691,428 D (1) 29.45 Stock Common  $5,000 \stackrel{(2)}{=} \stackrel{(3)}{=}$ I By Trust Stock

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.

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

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| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc    | cisable and | 7. Titl | e and    | 8. Price of | ٥ |
|-------------|-------------|---------------------|--------------------|------------|------------|------------------|-------------|---------|----------|-------------|---|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration Da    | ate         | Amou    | nt of    | Derivative  | J |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/      | Year)       | Under   | lying    | Security    | 5 |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e                |             | Secur   | ities    | (Instr. 5)  | ] |
|             | Derivative  |                     | •                  |            | Securities |                  |             | (Instr. | 3 and 4) |             | ( |
|             | Security    |                     |                    |            | Acquired   |                  |             | `       |          |             | ] |
|             | J           |                     |                    |            | (A) or     |                  |             |         |          |             | ] |
|             |             |                     |                    |            | Disposed   |                  |             |         |          |             | - |
|             |             |                     |                    |            | of (D)     |                  |             |         |          |             | ( |
|             |             |                     |                    |            | (Instr. 3, |                  |             |         |          |             |   |
|             |             |                     |                    |            | 4, and 5)  |                  |             |         |          |             |   |
|             |             |                     |                    |            | .,         |                  |             |         |          |             |   |
|             |             |                     |                    |            |            |                  |             |         | Amount   |             |   |
|             |             |                     |                    |            |            | Date             | Expiration  |         | or       |             |   |
|             |             |                     |                    |            |            | Exercisable Date | •           | Title N | Number   |             |   |
|             |             |                     |                    |            |            |                  | Date        |         | of       |             |   |
|             |             |                     |                    | Code V     | (A) (D)    |                  |             |         | Shares   |             |   |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                             |       |  |  |  |
|--|---------------|-----------|-----------------------------|-------|--|--|--|
|  | Director      | 10% Owner | Officer                     | Other |  |  |  |
| CAFARO DEBRA A<br>111 SOUTH WACKER DRIVE, SUITE 4800<br>CHICAGO,, IL 60606 | X             |           | Chairman, President and CEO |       |  |  |  |

## **Signatures**

Debra A. Cafaro, By: T. Richard Riney,
Attorney-In-Fact
01/21/2009

\*\*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) Represents shares withheld to pay the taxes on the vesting of restricted stock granted on January 17, 2007, under the Ventas, Inc. 2006 Incentive Plan.
- (2) Reporting Person disclaims beneficial ownership of these 5,000 shares except to the extent of the Reporting Person's pecuniary interest in the shares.
- (3) As of January 17, 2009, Reporting Person also owns options to purchase 517,806 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.

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