

VENTAS INC
Form 4
March 10, 2011

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 *
THEOBALD THOMAS C

(Last) (First) (Middle)

8 SOUND SHORE DRIVE, SUITE 285

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2011

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)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/08/2011 | | M | 10,000 A \$ 14.53 | 30,449.449 | D | |
| Common Stock | 03/08/2011 | | M | 5,000 A \$ 22.15 | 35,449.449 | D | |
| Common Stock | 03/08/2011 | | S ⁽¹⁾ | 15,000 D \$ 52.6719 | 20,449.449 | D | |
| Common Stock | | | | | 3,000 ⁽²⁾ | I | By Trust |
| Common Stock | | | | | 1,000 ⁽³⁾ | I | By Child |

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) | \$ 14.53 | 03/08/2011 | | M | 10,000 | 06/04/2003 ⁽⁴⁾ 06/04/2013 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 22.15 | 03/08/2011 | | M | 5,000 | 01/05/2004 ⁽⁵⁾ 01/05/2014 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| THEOBALD THOMAS C 8 SOUND SHORE DRIVE, SUITE 285 GREENWICH, CT 06830 | | X | | |

Signatures

Thomas C. Theobald, By: T. Richard Riney,
Attorney-In-Fact 03/10/2011

**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 March 8, 2011, 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. The price reported in column 4 is a weighted average price. These shares were sold by the Reporting Person in multiple transactions at prices ranging from \$52.60 to \$52.75, inclusive. Reporting Person undertakes to provide the

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Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).

- (2) Reporting Person disclaims beneficial ownership of these 3,000 shares except to the extent of the Reporting Person's pecuniary interest in the shares.
- (3) Reporting Person disclaims beneficial ownership of these 1,000 shares except to the extent of the Reporting Person's pecuniary interest in the shares.
- (4) These options were part of a previously reported grant of 10,000 on June 4, 2003, by the Issuer to the Reporting Person that vested in two equal annual installments on June 4, 2003 and June 4, 2004.
- (5) These options were part of a previously reported grant of 5,000 on January 5, 2004, by the Issuer to the Reporting Person that vested in two equal annual installments on January 5, 2004 and January 5, 2005.
- (6) Represents total number of unexercised stock options held by the Reporting Person as of March 8, 2011.

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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