VENTAS INC Form 4 October 03, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Check this box

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 See Instruction

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SHELTON JAMES D	HELTON JAMES D Symbol VENT			raumg		Issuer (Check all applicable)			
(Last) (First) (N		of Earliest T	ransaction						
2400 NORTH DALLAS PARKWAY, SUITE 450	(Month/) 10/01/2	Day/Year) 2013			_	_X_ Director Officer (give to below)		Owner er (specify	
(Street)			ate Original			5. Individual or Joi	int/Group Filin	g(Check	
PLANO,, TX 75093	Filed(Mo	onth/Day/Yea	ır)		-	Applicable Line) _X_ Form filed by O Form filed by M Person			
(City) (State)	(Zip) Tab	ole I - Non-	Derivative S	ecurit	ies Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Month/Day/Year) (Instr. 3)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities oner Dispose (Instr. 3, 4	d of (D))	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 10/01/2013		A	188.164 (1)	A	\$ 63.11	12,146.048 (2) (3)	D		

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.

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 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
SHELTON JAMES D 2400 NORTH DALLAS PARKWAY, SUITE 450 PLANO,, TX 75093	X					

Signatures

James D. Shelton, By: T. Richard Riney, Attorney-In-Fact

10/03/2013

**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).
- Common stock in the form of units granted under the Ventas Nonemployee Directors' Deferred Stock Compensation Plan (the "Plan") in
- (1) lieu of director fees pursuant to the director's deferral election. Such units are payable solely in common stock and subject to the terms and conditions of the director's deferral election and the Plan.
- (2) Includes 31.579 units acquired on September 27, 2013 under the Plan as a result of dividend equivalents credited with respect to the dividend on Issuer's common stock paid on September 27, 2013.
- (3) As of October 1, 2013, Reporting Person also owns options to purchase 20,000 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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