

HEALTH CARE REIT INC /DE/
Form 4
December 07, 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 *
CRABTREE MICHAEL A

2. Issuer Name and Ticker or Trading Symbol
HEALTH CARE REIT INC /DE/ [HCN]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
4500 DORR STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President & Treasurer

TOLEDO, OH 43615
(City) (State) (Zip)

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

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)
				(A) or (D)	Price		
Common Stock	12/05/2011		M	A	\$ 37 50,804	D	
Common Stock	12/05/2011		M	A	\$ 36.5 57,333	D	
Common Stock	12/05/2011		S	D	\$ 50 46,418	D	

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

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number.

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 (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
Option (Right to Buy)	\$ 37	12/05/2011		M	4,386	01/15/2005 ⁽¹⁾ 01/26/2014	Common	4,386 ⁽¹⁾
Option (Right to Buy)	\$ 36.5	12/05/2011		M	6,529	01/15/2007 ⁽³⁾ 01/23/2016	Common	6,529 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRABTREE MICHAEL A 4500 DORR STREET TOLEDO, OH 43615			Sr. Vice President & Treasurer	

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Michael A. Crabtree 12/07/2011

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) Options for the purchase of 4,386 shares of common stock at \$37.00 per share were granted to Mr. Crabtree on January 26, 2004, which grant has previously been reported. Options for the purchase of 878 shares vested on January 15, 2005 and options for the purchase of 877 shares vested on January 15 of each 2006, 2007, 2008 and 2009.

(2) The options were granted under the Health Care REIT, Inc. 1995 Stock Incentive Plan and had no acquisition price.

(3) Options for the purchase of 6,529 shares of common stock at \$36.50 per share were granted to Mr. Crabtree on January 23, 2006, which grant has previously been reported. Options for the purchase of 1,307 shares vested on January 15, 2007, options for the purchase of 1,306 shares vested on January 15 of each of 2008 and 2009 and options for the purchase of 1,305 shares vested on January 15 of each of 2010 and 2011.

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(4) The options were granted under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

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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