

HEALTH CARE REIT INC /DE/
Form 4
January 03, 2012

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 *
Miller Jeffrey H

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)
12/30/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Operations & Gen. Counsel

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 | 12/30/2011 | | S ⁽¹⁾ | 300 D | \$ 55 | 53,441 | D |
| Common Stock | 01/03/2012 | | M | 2,000 A | \$ 40.83 | 55,441 | D |
| Common Stock | 01/03/2012 | | S ⁽¹⁾ | 2,000 D | \$ 55.12 | 53,441 | D |
| Common Stock | 01/03/2012 | | S ⁽¹⁾ | 100 D | \$ 55.12 | 53,341 | D |

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 (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) | \$ 40.83 | 01/03/2012 | | M | 2,000 | 01/15/2010 ⁽²⁾ 01/21/2018 | Common | 12,113 ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller Jeffrey H 4500 DORR STREET TOLEDO, OH 43615 | | | EVP-Operations & Gen. Counsel | |

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Jeffrey H. Miller
Date: 01/03/2012

**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) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Sales Plan dated September 19, 2011.
- (2) Options for the purchase of 18,257 shares of common stock at \$40.83 per share were granted to Mr. Miller on January 21, 2008, which grant has previously been reported. The partial exercise of these options for the purchase of 6,144 shares has previously been reported. Of the remaining options, options for the purchase of 1,777 shares vested on January 15, 2010, options for the purchase of 3,034 shares vested on January 15, 2011 and options for the purchase of 3,651 shares will vest on January 15 of each of 2012 and 2013.
- (3) 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. 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.