HEALTH CARE REIT INC /DE/

Form 4 January 30, 2012

FORM 4

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

OMB 32

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287 Expires: January 31,

OMB APPROVAL

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

obligations

Estimated average

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

SECURITIES

burden hours per response... 0.5

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

the Instruction 30(h) of the Investment Company Ac

1(b).

(Print or Type Responses)

Symbol	5. Relationship of Reporting Person(s) to Issuer		
[HCN]	(Check all applicable)		
3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify		
01/26/2012	below) below) EVP and CFO		
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		
	Person		
Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		
	Symbol HEALTH CARE REIT INC /DE/ [HCN] 3. Date of Earliest Transaction (Month/Day/Year) 01/26/2012 4. If Amendment, Date Original Filed(Month/Day/Year)		

						_		-
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	posed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					() \	Reported		
					(A)	Transaction(s)		
			G 1 W		or	(Instr. 3 and 4)		
			Code V	Amount	(D) Price	,		

Common Stock	01/26/2012	A	14,130 A	$\frac{\$ 0}{(1)}$	68,096	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

Edgar Filing: HEALTH CARE REIT INC /DE/ - Form 4

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 or 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 A Underlying S (Instr. 3 and	Securi
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Option (Right to Buy)	\$ 57.33	01/26/2012		A	24,305	01/15/2013(2)	01/26/2022	Common	24,
Deferred Stock Units	\$ 0 (4)	01/26/2012		A	17,443	01/31/2012(4)	01/31/2017(4)	Common	17,

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ESTES SCOTT A 4500 DORR STREET			EVP and CFO			
TOLEDO, OH 43615			L v1 and C1 O			

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Scott A.

Estes

01/30/2012

**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 were granted without cash consideration as shares of restricted stock under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan.
- Options for the purchase of 24,305 shares of common stock at \$57.33 per share were granted to Mr. Estes on January 26, 2012. Options for the purchase of 4,861 shares will vest on January 15 of each of 2013, 2014, 2015, 2016 and 2017.
- (3) The options were granted under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.
- These deferred stock units were granted without cash consideration on January 26, 2012 under the Amended and Restated Health Care

 REIT, Inc. 2005 Long-Term Incentive Plan. Each deferred stock unit represents a right to receive one share of common stock of Health

 Care REIT, Inc. at the time of vesting of the unit. These deferred stock units vest in four installments with 4,361 units vesting on January
 31, 2012, 4,361 units vesting on January 31 of each of 2015 and 2016 and 4,360 units vesting on January 31, 2017.

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.

Reporting Owners 2