

HEALTH CARE REIT INC /DE/
Form 4
February 02, 2012

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 *
Thomas John T

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)
01/31/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP- Medical Facilities

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)
			Code	V Amount or Price			
Common Stock	01/31/2012		A	1,356 (1)	\$ 0 (1) 39,628	D	
Common Stock	01/31/2012		M	4,361 (2)	\$ 0 (2) 43,989	D	
Common Stock	01/31/2012		F	436 (3)	\$ 57.21 43,553	D	
Common Stock	01/31/2012		F	1,404 (4)	\$ 57.21 42,149	D	

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

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- (4) Tax withholding in shares of common stock on 4,361 deferred stock units granted on January 26, 2012, which grant vested on January 31, 2012.

- (5) 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.

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