#### **DEROSA THOMAS J**

Form 4 May 08, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**DEROSA THOMAS J** 

2. Issuer Name and Ticker or Trading

Symbol

HEALTH CARE REIT INC /DE/

[HCN]

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

05/06/2012

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

C/O HEALTH CARE REIT.

(Last)

Common

Stock

INC., 4500 DORR STREET

(Middle)

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**TOLEDO, OH 43615** 

(City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

05/06/2012

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

10% Owner

Other (specify

(A) or

(1)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

\$0 164 M

16,127

D

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

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

### Edgar Filing: DEROSA THOMAS J - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. 5. Number Transactionof Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisab Date (Month/Day/Year	•	7. Title and A Underlying S (Instr. 3 and	Securities
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0 (2)	05/06/2012	M	164	05/06/2012(2)	05/06/2012(2)	Common	164 <u>(1)</u>

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

DEROSA THOMAS J C/O HEALTH CARE REIT, INC. 4500 DORR STREET TOLEDO, OH 43615

X

### **Signatures**

By: Erin C. Ibele Attorney-in-Fact For: Thomas J. DeRosa

\*\*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).

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(1) The reported transaction was a vesting of 164 deferred stock units on May 6, 2012 resulting in the issuance of 164 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

05/08/2012

- These deferred stock units were granted without cash consideration on May 6, 2010 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 three installments, with 164 units having vested on May 6 of each of 2011 and 2012 and 163 units vesting on May 6, 2013.
- Includes (i) 577 deferred stock units granted on January 28, 2010, vesting on January 28, 2013; (ii) 163 deferred stock units granted on May 6, 2010, vesting on May 6, 2013; (iii) 1,288 deferred stock units granted on January 27, 2011, with 644 units vesting on January 27 of each of 2013 and 2014; and (iv) 1,658 deferred stock units granted on January 26, 2012, with 553 units vesting on January 26 of each of 2013 and 2014 and 552 deferred stock units vesting on January 26, 2015.

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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