

HEALTH CARE REIT INC /DE/
Form 4
August 01, 2014

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 *
DEROSA THOMAS J

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)

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O HEALTH CARE REIT, INC., 4500 DORR STREET

(Street)

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

TOLEDO, OH 43615

(City) (State) (Zip)

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 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)	Code	V	Amount	(D)	Price

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

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SEC 1474 (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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title an Underlyin
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(Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 a)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance-Based Restricted Stock Units	(1)	07/30/2014	A	V	15,618	(1)	04/13/2017(1)	Comm	

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		Chief Executive Officer	

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Thomas J. DeRosa 08/01/2014

__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).

This performance-based restricted stock unit award granted under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan will be earned based upon a combination of continued employment and the achievement of certain corporate operating objectives determined by the Compensation Committee of the Board of Directors. Each restricted stock unit represents the right to receive

(1) one share of HCN's common stock. Achievement of the performance criteria is measured over a one-year period ending on April 13, 2015. To the extent that the performance criteria are achieved, the units will be earned in three installments, with 5,206 units earned on April 13 of each of 2015, 2016 and 2017, provided that the recipient remains continuously employed with HCN until such date. Earned units will be settled in shares following recipient's termination of employment with HCN.

(2) Includes 15,618 restricted stock units granted on July 30, 2014 with 5,206 units vesting on April 13 of each of 2015, 2016, and 2017.

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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