

HEALTH CARE REIT INC /DE/
Form 4
January 20, 2015

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)
01/15/2015

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

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 (A) or (D) Price		
Common Stock	01/15/2015		M		2,129 A \$ 37	86,777	D
Common Stock	01/15/2015		M		3,994 A \$ 49.17	90,771	D
Common Stock	01/15/2015		S ⁽¹⁾		6,656 D \$ 81.93	84,115	D
Common Stock	01/15/2015		F		5,478 D \$ 83.17	78,637	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 Acquired (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)	\$ 37	01/15/2015		M	2,129	01/15/2014 ⁽²⁾ 01/29/2019	Common	5,390 ⁽²⁾
Option (Right to Buy)	\$ 49.17	01/15/2015		M	3,994	01/15/2015 ⁽⁴⁾ 01/27/2021	Common	7,988 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Jeffrey H 4500 DORR STREET TOLEDO, OH 43615			EVP-COO	

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Jeffrey H. Miller 01/20/2015

**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 November 13, 2014.

(2) Options for the purchase of 33,813 shares of common stock at \$37.00 per share were granted to Mr. Miller on January 29, 2009, which grant has previously been reported. The partial exercise of these options for the purchase of 28,423 shares has previously been reported. Of the remaining options, options for the purchase of 5,390 shares vested on January 15, 2014.

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- (3) The options were granted under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.
- Options for the purchase of 19,971 shares of common stock at \$49.17 per share were granted to Mr. Miller on January 27, 2011, which grant has previously been reported. The partial exercise of these options for the purchase of 11,983 shares has previously been reported.
- (4) Of the remaining options, options for the purchase of 3,994 shares vested on January 15, 2015 and options for the purchase of 3,994 shares will vest on January 15, 2016.
- (5) The options were granted under the Amended and Restated 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.