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HEALTH CARE REIT INC /DE/
Form 8-A12B
June 13, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

HEALTH CARE REIT, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation)

34-1096634
(I.R.S. Employer Identification No.)

One SeaGate, Suite 1500, Toledo, Ohio
(Address of principal executive offices)

43604
(Zip Code)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

7 7/8% Series D Cumulative
Redeemable Preferred Stock

New York Stock Exchange

If this Form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box:

If this Form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), check the following box:

Securities Act registration statement file number to which this form relates:
333-73936

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

None
(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A description of the 7 7/8% Series D Cumulative Redeemable Preferred Stock (the
"Series D Preferred Stock") to be registered hereunder is contained in the
section entitled "Description of Our Preferred Stock" on pages 15 through 18 of
the prospectus included in the Registrant's Form S-3 Registration Statement
(File No. 333-73936) as filed with the Securities and Exchange Commission on

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December 7, 2001, as amended, and as supplemented in the section entitled "Description of Series D Preferred Stock" on pages S-19 through S-24 of the prospectus supplement to be filed pursuant to Rule 424(b) of the Securities Act of 1933, as amended. Such description is incorporated herein by reference.

ITEM 2. EXHIBITS.

- 2.1 Second Restated Certificate of Incorporation of the Company (filed with the Commission as Exhibit 3.1 to the Company's Form 10-K filed March 20, 2000, and incorporated herein by reference thereto).
- 2.2 Certificate of Amendment of Second Restated Certificate of Incorporation of the Company (filed with the Commission as Exhibit 3.1 to the Company's Form 10-K filed March 20, 2000, and incorporated herein by reference thereto).
- 2.3 Certificate of Amendment of Second Restated Certificate of Incorporation of the Company (filed with the Commission as Exhibit 3.1 to the Company's Form 8-K filed June 13, 2003, and incorporated herein by reference thereto).
- 2.4 Amended and Restated By-Laws of the Registrant (filed with the Commission as Exhibit 3.1 to the Company's Form 8-K filed October 24, 1997, and incorporated herein by reference thereto).
- 2.5 Form of Certificate of Designation of 7 7/8% Series D Cumulative Redeemable Preferred Stock.
- 2.6 Specimen Share Certificate for 7 7/8% Series D Cumulative Redeemable Preferred Stock.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: June 13, 2003

HEALTH CARE REIT, INC.

By /s/ George L. Chapman

George L. Chapman
Chairman of the Board and
Chief Executive Officer

INDEX TO EXHIBITS

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