

HEALTH CARE REIT INC /DE/

Form 8-K

February 21, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) February 15, 2006

Health Care REIT, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-8923
(Commission
File Number)

34-1096634
(IRS Employer
Identification No.)

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

43604
(Zip Code)

Registrant's telephone number, including area code (419) 247-2800

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 8.01 OTHER EVENTS

Effective October 23, 2000, the Securities and Exchange Commission (the SEC) adopted new rules related to insider trading. One of these rules, Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the 1934 Act), provides an exemption to the insider trading rules in the form of an affirmative defense. Rule 10b5-1 recognizes the creation of formal programs under which executives and other insiders may sell the securities of publicly traded companies on a regular basis pursuant to written plans that are entered into at a time when the plan participants are not aware of material non-public information and that otherwise comply with the requirements of Rule 10b5-1.

On January 28, 2003, the Board of Directors of Health Care REIT, Inc. (the Company) adopted a resolution modifying its insider trading policy to allow insiders to sell securities of the Company pursuant to pre-arranged trading plans.

On February 15, 2006, Raymond W. Braun, President and Chief Financial Officer of the Company, entered into a new plan pursuant to which he instructed his broker to exercise options and sell up to 50,656 shares of the Company s common stock during the period between the last trading day of February 2006 and the day before the last trading day of December 2006. The number of shares to be exercised and sold under Mr. Braun s plan ranges from 10,000 to 2,950 shares per month, not including any unsold shares that might be carried over from a previous month. Any shares that remain unsold at the end of the ten month period described above may be exercised and sold through the last trading day of April 2007.

Reports of the details of actual sales under the plan will be filed by Mr. Braun on Form 4 in accordance with SEC regulations.

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SIGNATURE

Pursuant to the requirements of the 1934 Act, the Registrant had duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

HEALTH CARE REIT, INC.

By: /s/ George L. Chapman

George L. Chapman

Its: Chairman of the Board and Chief Executive Officer

Dated: February 21, 2006