

HEALTH CARE REIT INC /DE/

Form 8-K

October 20, 2006

**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) **October 20, 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.**

Pursuant to Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, certain assets of Health Care REIT, Inc. (the Company) are now classified as discontinued operations due to their sale during the nine months ended September 30, 2006 or their classification as held for sale at September 30, 2006. As a result, the Company is reclassifying in this Current Report its operations, including rental income, interest expense and provision for depreciation related to those assets for prior periods. In so doing, the Company is updating portions of Items 6, 7, 7A and 8 of its Annual Report on Form 10-K for the year ended December 31, 2005, including the information regarding discontinued operations contained in Item 6 Selected Financial Data, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations, Item 7A Quantitative and Qualitative Disclosures About Market Risk and Item 8 Financial Statements and Supplementary Data.

In addition, the Company is updating Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Non-GAAP Financial Measures to include presentations of EBITDA and Adjusted EBITDA consistent with its most recent Quarterly Report on Form 10-Q and Item 7A Quantitative and Qualitative Disclosures About Market Risk to provide additional information regarding its swap agreements and interest rate sensitivity.

All other information contained in the Form 10-K and the other portions of Items 6, 7 and 8 have not been updated or modified (with the exception of certain minor changes to Items 7 and 8 to reflect proper cross-references). For more recent information regarding the Company, please see the Company's Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other reports and information filed with or furnished to the Securities and Exchange Commission since March 10, 2006. Additionally, the Company is including, for informational purposes, Financial Statement Schedules III and IV, which are unchanged from Item 15 of the Form 10-K. The foregoing items are attached as Exhibit 99.1 to this Current Report. The application of Statement No. 144 had no effect on net income available to common stockholders.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Business Acquired.

None.

(b) Pro Forma Financial Information.

None.

(c) Exhibits.

23.1 Consent of Ernst & Young LLP, independent registered public accounting firm

99.1 Selected Financial Data

Management's Discussion and Analysis of Financial Condition and Results of Operations

Quantitative and Qualitative Disclosures About Market Risk

Financial Statements and Supplementary Data

Schedule III

Schedule IV

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has 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: October 20, 2006

