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HEALTH CARE REIT INC /DE/
Form 8-A12B
December 18, 2006

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
7.5% Series G Cumulative Convertible 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:
333-138006

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 7.5% Series G Cumulative Convertible Preferred Stock (the
"Series G Preferred Stock") to be registered hereunder is contained in the
section entitled "Capitalization and Description of Health Care REIT Securities
-- Description of Health Care REIT Preferred Stock" on pages 79 through 86 of
the proxy statement/prospectus included in the Company's Form S-4

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Registration Statement (File No. 333-138006) as filed with the Securities and Exchange Commission on October 10, 2006, as amended on November 6, 2006. A description of the Company's Certificate of Incorporation and By-Laws, including provisions that may have the effect of delaying or preventing a change in control of the Company, is contained in the section entitled "Comparison of the Rights of Holders of Windrose Common Shares and Health Care REIT Common Stock" on pages 87 to 95 of such proxy statement/prospectus. Such descriptions are 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 Company (filed with the Commission as Exhibit 3.1 to the Company's Form 8-K filed September 8, 2004, and incorporated herein by reference thereto).
- 2.5 Form of Certificate of Designation of 7.5% Series G Cumulative Convertible Preferred Stock (filed with the Commission as Exhibit 3.5 to the Company's Form S-4 (File No. 333-138006) filed October 10, 2006, and incorporated herein by reference thereto).
- 2.6 Specimen Share Certificate for 7.5% Series G Cumulative Convertible 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: November 18, 2006

HEALTH CARE REIT, INC.

By: /s/ Erin C. Ibele

Name: Erin C. Ibele
Title: Senior Vice President-Administration
and Corporate Secretary

INDEX TO EXHIBITS

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