Edgar Filing: HCP, INC. - Form 4

HCP, INC. Form 4 July 03, 201	3									
							OMB AF	PROVAL		
FORM	UNITED STAT	ES SECURITIES A Washington			GE C	OMMISSION	OMB Number:	3235-0287		
Check th if no lon subject t Section Form 4 o Form 5	ger o STATEMENT 16. or	SECUE	NGES IN BENEFICIAL OWNERSHI SECURITIES				Expires: January 3 20 Estimated average burden hours per response 0			
Form 5 obligations may continue. See Instruction 1(b). 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 A Mercer Jam	Address of Reporting Person les W	2. Issuer Name and Symbol HCP, INC. [HCI					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of Earliest T	-			(Checl	k all applicable)		
3760 KILR WAY, SUI	OY AIRPORT TE 300	(Month/Day/Year) 07/01/2013	nth/Day/Year)				Director 10% Owner X Officer (give title Other (specify below) below) EVP,Gen Counsel and Corp Sec			
	(Street)	4. If Amendment, Day Filed (Month/Day/Yea	-			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person				
LONG BEA	ACH, CA 90806					Form filed by M Person	lore than One Re	porting		
(City)	(State) (Zip)	Table I - Non-I	Derivative	Securitie	es Acqu	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	any	eemed 3. tion Date, if Transacti Code h/Day/Year) (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	ies Acqu sposed o 4 and 5) (A) or	uired of (D)	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		
Common Stock	07/01/2013	F	Amount 2,538 (1)	р ^{\$}	Price 6 4.95	31,013	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
Mercer James W 3760 KILROY AIRPORT WAY SUITE 300 LONG BEACH, CA 90806			EVP,Gen Counsel and Corp Sec					
Signatures								
Troy E. McHenry, VP, Corporate Attorney)	Counsel	(Power of	07/03/2013					
<u>**</u> Signature of Reportin	g 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) Represents the amount of shares forfeited to satisfy applicable tax withholding obligations in connection with the vesting of restricted stock units previously reported.

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.