

VENTAS INC
Form 4
May 19, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Address of Reporting Person *
GEARY RONALD G

(Last) (First) (Middle)

9901 LINN STATION ROAD

(Street)

LOUISVILLE, KY 40223

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VENTAS INC [VTR]

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2009

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2009		M		3,000	A	\$ 4	20,795.697	D	
Common Stock	05/15/2009		M		4,000	A	\$ 3.3125	24,795.697	D	
Common Stock	05/15/2009		M		5,000	A	\$ 5.875	29,795.697	D	
Common Stock	05/15/2009		M		5,000	A	\$ 11.86	34,795.697	D	
Common Stock	05/15/2009		M		5,000	A	\$ 11.45	39,795.697	D	
	05/15/2009		S ⁽¹⁾		9,900	D	\$ 26.73	29,895.697	D	

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Common Stock							
Common Stock	05/15/2009	S ⁽¹⁾	517	D	\$ 26.7402	29,378.697	D
Common Stock	05/15/2009	S ⁽¹⁾	100	D	\$ 26.8	29,278.697	D
Common Stock	05/15/2009	S ⁽¹⁾	4,000	D	\$ 26.81	25,278.697	D
Common Stock	05/15/2009	S ⁽¹⁾	5,000	D	\$ 26.8306	20,278.697	D
Common Stock	05/15/2009	S ⁽¹⁾	3,000	D	\$ 26.8783	17,278.697	D
Common Stock	05/15/2009	S ⁽¹⁾	1,083	D	\$ 26.95	16,195.697	D
Common Stock	05/15/2009	S ⁽¹⁾	1,400	D	\$ 27	14,795.697	D

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

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(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4	05/15/2009		M	3,000	01/01/2001 ⁽²⁾ 01/01/2010	Common Stock	3,000
Stock Option (Right to Buy)	\$ 3.3125	05/15/2009		M	4,000	02/24/2000 ⁽³⁾ 02/24/2010	Common Stock	4,000

Stock Option (Right to Buy)	\$ 5.875	05/15/2009	M	5,000	01/01/2001 ⁽⁴⁾	01/01/2011	Common Stock	5,000
Stock Option (Right to Buy)	\$ 11.86	05/15/2009	M	5,000	01/02/2002 ⁽⁵⁾	01/02/2012	Common Stock	5,000
Stock Option (Right to Buy)	\$ 11.45	05/15/2009	M	5,000	01/01/2003 ⁽⁶⁾	01/01/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEARY RONALD G 9901 LINN STATION ROAD LOUISVILLE, KY 40223			X	

Signatures

Ronald G. Geary, By: T. Richard Riney,
Attorney-In-Fact

05/19/2009

__Signature of Reporting 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) On May 15, 2009, the Reporting Person transmitted to the Securities and Exchange Commission a Form 144 covering the sale of the Issuer's common stock reported on Table I.
 - (2) These options were part of a previously reported grant of 3,000 on January 1, 2000, by the Issuer to the Reporting Person that vested in four equal installments on January 1, 2001, January 1, 2002, January 1, 2003 and January 1, 2004.
 - (3) These options were part of a previously reported grant 4,000 on February 24, 2000, by the Issuer to the Reporting Person that vested in two equal installments on February 24, 2000 and February 24, 2001.
 - (4) These options were part of a previously reported grant of 5,000 on January 1, 2001, by the Issuer to the Reporting Person that vested in two equal installments on January 1, 2001 and January 1, 2002.
 - (5) These options were part of a previously reported grant of 5,000 on January 2, 2002, by the Issuer to the Reporting Person that vested in two equal installments on January 2, 2002 and January 2, 2003.
 - (6) These options were part of a previously reported grant of 5,000 on January 1, 2003, by the Issuer to the Reporting Person that vested in two equal installments on January 1, 2003 and January 1, 2004.
 - (7) Represents total number of unexercised stock options held by the Reporting Person as of May 15, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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