

VENTAS INC  
Form 4  
April 12, 2010

**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 \*  
**CAFARO DEBRA A**

(Last) (First) (Middle)  
  
111 SOUTH WACKER DRIVE,  
SUITE 4800  
  
(Street)

CHICAGO,, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/08/2010**

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)  
**Chairman, President and CEO**

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	04/08/2010		S <sup>(2)</sup> (3)		4,800	D	\$ 47.64
Common Stock	04/08/2010		S <sup>(2)</sup> (3)		2,200	D	\$ 47.65
Common Stock	04/08/2010		S <sup>(2)</sup> (3)		1,200	D	\$ 47.66
Common Stock	04/08/2010		S <sup>(2)</sup> (3)		2,000	D	\$ 47.67
Common Stock	04/08/2010		S <sup>(2)</sup> (3)		1,500	D	\$ 47.68

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Common Stock	04/08/2010	<u>S(2)(3)</u>	900	D	\$ 47.69	689,089	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	1,000	D	\$ 47.7	688,089	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	800	D	\$ 47.71	687,289	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	1,600	D	\$ 47.72	685,689	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	1,300	D	\$ 47.73	684,389	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	900	D	\$ 47.74	683,489	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	400	D	\$ 47.75	683,089	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	100	D	\$ 47.77	682,989	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	200	D	\$ 47.78	682,789	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	1,100	D	\$ 47.79	681,689	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	500	D	\$ 47.8	681,189	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	600	D	\$ 47.81	680,589	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	200	D	\$ 47.82	680,389	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	200	D	\$ 47.83	680,189	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	300	D	\$ 47.85	679,889	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	300	D	\$ 47.86	679,589	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	100	D	\$ 47.88	679,489	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	300	D	\$ 47.9	679,189	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	200	D	\$ 47.95	678,989	D
Common Stock	04/08/2010	<u>S(2)(3)</u>	100	D	\$ 47.96	678,889	D
	04/01/2010	<u>S(2)(3)</u>	200	D		678,689	D

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Common Stock						\$	48.04		
Common Stock	04/08/2010		S(2)(3)	100	D	\$	48.08	678,589	D
Common Stock								5,000 <u>(4)</u> <u>(5)</u>	I By Trust

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Report Transition (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director   10% Owner   Officer   Other

CAFARO DEBRA A  
111 SOUTH WACKER DRIVE, SUITE 4800   X  
CHICAGO, IL 60606

Chairman, President and CEO

## Signatures

Debra A. Cafaro, By: T. Richard Riney,  
Attorney-In-Fact

04/12/2010

\*\*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) Please see the Reporting Person's previous Form 4 filing dated the date hereof which contains additional transactions which are part of one aggregate direction under the Rule 10b5-1(c) sales plan described in Footnote (3).
- (2) On April 8, 2010, 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.
- (3) These shares are being sold pursuant to a written non-discretionary Rule 10b5-1(c) sales plan dated March 8, 2010.
- (4) Reporting Person disclaims beneficial ownership of these 5,000 shares except to the extent of the Reporting Person's pecuniary interest in the shares.
- (5) As of April 8, 2010, Reporting Person also owns directly and indirectly by trust options to purchase 862,457 shares of Issuer's common stock.

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.