Cozzi Vincent M. Form 4 May 31, 2011

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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 Address of Reporting Person * Cozzi Vincent M.

(Last) (First) (Middle)

111 SOUTH WACKER DRIVE,

SUITE 4800

(Street)

2. Issuer Name and Ticker or Trading Symbol

VENTAS INC [VTR]

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

05/26/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title _ Other (specify

below)

SVP Medical Office Properties

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60606

(City)	(State)	(Zip) Tab	le I - Non-	Derivativo	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	sed of 4 and (A) or		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)
Common Stock	05/26/2011		M	2,588	A	\$ 21.57	11,639	D	
Common Stock	05/26/2011		M	2,396	A	\$ 44.19	14,035	D	
Common Stock	05/26/2011		S(1)	4,984	D	\$ 54.5103	9,051	D	

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

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SEC 1474 (9-02)

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number.

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. Transactic Code (Instr. 8)	5. Number proof 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)	\$ 21.57	05/26/2011		M	2,588	02/27/2009(2)	02/27/2019	Common Stock	2,588
Stock Option (Right to Buy)	\$ 44.19	05/26/2011		M	2,396	02/26/2010(3)	02/26/2020	Common Stock	2,396

Reporting Owners

Reporting Owner Name / Address		Kelationships				
	Director	100% Orange	Officer	Other		

Cozzi Vincent M. 111 SOUTH WACKER DRIVE, SUITE 4800 CHICAGO, IL 60606

SVP Medical Office Properties

Deletionship

Signatures

Vincent M. Cozzi, By: T. Richard Riney, Attorney-In-Fact

05/31/2011

**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).

On May 26, 2011, 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. The price reported in column 4 is a weighted average price. These shares were sold by the

(1) Reporting Person in multiple transactions at prices ranging from \$54.51 to \$54.511, inclusive. Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).

(2)

Reporting Owners 2

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These options were part of a previously reported grant of 7,764 on February 27, 2009, by the Issuer to the Reporting Person that vested in three equal installments on February 27, 2009, February 27, 2010 and February 27, 2011.

- (3) These options were part of a previously reported grant of 3,594 on February 26, 2010, by the Issuer to the Reporting Person that vested or will vest in three equal installments on February 26, 2010, February 26, 2011 and February 26, 2012.
- (4) Represents total number of unexercised stock options held by the Reporting Person as of May 31, 2011.

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.