

Cozzi Vincent M.  
Form 4  
May 31, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Cozzi Vincent M.

(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)  
05/26/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ 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

**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  | (D)  | Price                                      |
| Common Stock                    | 05/26/2011                           |  | M                              |   | 2,588   | A  | \$ 21.57                                   |
| Common Stock                    | 05/26/2011                           |  | M                              |   | 2,396   | A  | \$ 44.19                                   |
| Common Stock                    | 05/26/2011                           |  | S <sup>(1)</sup>               |   | 4,984   | D  | \$ 54.5103                                 |
|                                 |                                      |  |                                |   |   |  | 11,639                                     |
|                                 |                                      |  |                                |   |   |  | 14,035                                     |
|                                 |                                      |  |                                |   |   |  | 9,051                                      |

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

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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.

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