Brehl Robert J Form 4 August 01, 2012

## FORM 4

## OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005 Estimated average

Form 4 or Form 5 obligations SECURITIES OF THE SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Brehl Robert J			2. Issuer Name <b>and</b> Ticker or Trading Symbol VENTAS INC [VTR]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
10350 ORMSBY PARK PLACE, SUITE 300			07/30/2012	X Officer (give title Other (specibelow)  Chief Acct. Off. & Controller		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
LOUISVILLE,, KY 40223				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit our Dispos (Instr. 3, 4	ed of (	· •	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	07/30/2012		M	5,000	A	\$ 32.78	29,121.501	D	
Common Stock	07/30/2012		M	7,936	A	\$ 41.54	37,057.501	D	
Common Stock	07/30/2012		M	7,764	A	\$ 21.57	44,821.501	D	
Common Stock	07/30/2012		S(1)	20,700	D	\$ 67.4229	24,412.744 (2) (3)	D	

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

#### Edgar Filing: Brehl Robert J - Form 4

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SEC 1474 (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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.78	07/30/2012		M	5,000	01/03/2007(4)	01/03/2016	Common Stock	5,000
Stock Option (Right to Buy)	\$ 41.54	07/30/2012		M	7,936	01/22/2008(5)	01/22/2018	Common Stock	7,936
Stock Option (Right to Buy)	\$ 21.57	07/30/2012		M	7,764	02/27/2009(6)	02/27/2019	Common Stock	7,764

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

Brehl Robert J

10350 ORMSBY PARK PLACE, SUITE 300 LOUISVILLE,, KY 40223

Chief Acct. Off. & Controller

**Signatures** 

Robert J. Brehl, By: T. Richard Riney, Attorney-In-Fact 08/01/2012

\*\*Signature of Reporting Person Date

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### **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 July 30, 2012, the Reporting Person transmitted to the Securities and Exchange Commission (the "SEC") a Form 144 covering the sale of the Issuer's common stock reported in Table 1. The price reported in column 4 is a weighted average price. These shares were sold
- (1) by the Reporting Person in multiple transactions at prices ranging from \$67.32 to \$67.46, inclusive. The Reporting Person undertakes to provide Issuer, any security holder of Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).
- (2) Includes 174.505 shares acquired on March 29, 2012 and June 29, 2012 under the Ventas, Inc. Distribution Reinvestment and Stock Purchase Plan.
- (3) Includes 116.738 shares acquired between March 13, 2012 and July 31, 2012 under the Ventas Employee and Director Stock Purchase
- (4) These options were part of a previously reported grant of 5,000 on January 3, 2006 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 3, 2007.
- (5) These options were part of a previously reported grant of 7,936 on January 22, 2008 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 22, 2008.
- 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 annual installments beginning on February 27, 2009.
- (7) Represents total number of unexercised stock options held by the Reporting Person as of July 30, 2012.

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.