HCP, INC. Form 4 February 04, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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 * Lu Lihpang

(Last) (First) (Middle)

(Zip)

2. Transaction Date 2A. Deemed

1920 MAIN STREET, SUITE 1200

(Street)

(State)

(Month/Day/Year)

IRVINE, CA 92614

(City)

1.Title of

Security

(Instr. 3)

Stock

2. Issuer Name and Ticker or Trading Symbol

HCP, INC. [HCP]

3. Date of Earliest Transaction

(Month/Day/Year) 02/03/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. 4. Securities Acquired

(Instr. 3, 4 and 5)

911 (1) D

(A)

Execution Date, if Transaction(A) or Disposed of (D) Code

(Month/Day/Year) (Instr. 8)

Code V Amount (D)

F

Common 02/03/2016 5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

below) below) **Executive Vice President**

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

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

(D) or

Indirect (I)

(Instr. 4)

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

(9-02)

Form: Direct Indirect

Person

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

5. Amount of Securities Beneficially

Price

35.84

Owned Following Reported

Transaction(s) (Instr. 3 and 4)

28,789.7

D

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

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

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities		(Instr. 5)	Bene
	Derivative Security				Securities			(Instr. 3 and 4)		Owne	
					Acquired	guired					Follo
					(A) or						Repo
					Disposed						Trans
					of (D)					(Instr	
					(Instr. 3,						(2.11541
		4, and 5)									
					i, and 3)						
									Amount		
						Date Exercisable	Expiration Date	Title	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lu Lihpang 1920 MAIN STREET SUITE 1200

Executive Vice President

Signatures

IRVINE, CA 92614

Scott A. Graziano, VP, Legal (Attorney-In-Fact)

02/04/2016

Date

**Signature of Reporting Person

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) Represents the amount of shares forfeited for applicable tax withholding requirements in connection with the vesting of restricted stock units granted on February 3, 2014.

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.

Reporting Owners 2