

LUSTIG MATTHEW J
Form 4
December 26, 2012

FORM 4

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

OMB APPROVAL

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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 *
LUSTIG MATTHEW J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
30 ROCKEFELLER PLAZA

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK,, NY 10020

(City) (State) (Zip)

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

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------------------------------|
| Common Stock | 12/21/2012 | | S | 3,700,186 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> | 0 | I | See footnotes (1), (2) and (3) |
| Common Stock | | | | | 5,822.791 <u>(4)</u> | | 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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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 Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LUSTIG MATTHEW J 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | | X | | |

Signatures

Matthew J. Lustig, By: T. Richard Riney,
Attorney-In-Fact 12/26/2012

__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) Prometheus Senior Quarters LLC, a Delaware limited liability company ("Prometheus"), Lazard Senior Housing Partners LP, a Delaware limited partnership ("LSHP"), and LSHP Coinvestment Partnership I LP, a Delaware limited partnership ("LSHP Coinvest"), collectively, may be deemed to beneficially own 3,700,186 shares of the Issuer's common stock (the "Shares"). The managing members of Prometheus are LFSRI II-CADIM Alternative Partnership L.P., LF Strategic Realty Investors II L.P. and LFSRI II Alternative Partnership L.P., each a Delaware limited partnership (the "Managing Members" and, together with each of LSHP and LSHP Coinvest, the "Funds"). Prior to the Transaction described herein, the general partner of LSHP was Lazard Senior Housing Partners GP LLC, a Delaware limited liability company ("LSHP GP"), the general partner of LSHP Coinvest was LSHP Coinvestment I GP LLC, a Delaware limited liability company ("LSHP Coinvest GP"), the general partner of each of the Managing Members

(2) [Continued from previous] was Lazard Freres Real Estate Investors L.L.C., a New York limited liability company ("LFREI"), and the managing member of each of LFREI, LSHP GP and LSHP Coinvest GP was Lazard Alternative Investments LLC, a Delaware limited liability company ("LAI"). Prior to the Transaction described herein, Mr. Lustig, in his capacity as Managing Director of LAI, Managing Principal of LFREI, and Managing Principal and Chief Executive Officer of each of LSHP GP and LSHP Coinvest GP, may have been deemed to be a beneficial owner of the Shares to the extent of any pecuniary interest he may have had in the Shares.

(3) [Continued from previous] On December 21, 2012, the Issuer acquired 100% of the Funds (the "Transaction"), including the Shares and all other assets owned by the Funds, for an aggregate purchase price of approximately \$242 million, plus the transferors' proportionate share of an additional \$44 million payment made by the Issuer to extinguish its obligation related to the earnout arising from the 2011 merger transaction involving the Issuer pursuant to which the Shares were acquired. Following the Transaction, Mr. Lustig does not have

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beneficial ownership of any of the Shares.

(4) As of December 21, 2012, Reporting Person also owns options to purchase 8,191 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.

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