

VENTAS INC
Form 4
February 20, 2015

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 *
RINEY T RICHARD

(Last) (First) (Middle)

10350 ORMSBY PARK
PLACE, SUITE 300

(Street)

LOUISVILLE,, KY 40223

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Chief Admin. Off., GC

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|----------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/18/2015 | | M | | 10,161 | A | \$ 44.56 | 138,284 | D | |
| Common Stock | 02/18/2015 | | M | | 29,220 | A | \$ 53.5 | 167,504 | D | |
| Common Stock | 02/18/2015 | | S(1)(2) | | 31,915 | D | \$ 75.9975 | 135,589 | D | |
| Common Stock | 02/18/2015 | | S(1)(3) | | 7,466 | D | \$ 77.0741 | 128,123 | D | |
| Common Stock | 02/18/2015 | | S(4)(5) | | 10,300 | D | \$ 76.0079 | 2,165 | I | By Trust |

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| | | | | | | | | |
|--------------|------------|----------------|-------|---|------------|--------|---|-----------|
| Common Stock | 02/18/2015 | <u>S(4)(6)</u> | 2,165 | D | \$ 77.1047 | 0 | I | By Trust |
| Common Stock | | | | | | 70,000 | I | By Spouse |
| Common Stock | | | | | | 1,300 | I | By IRA |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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. 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 44.56 | 02/18/2015 | | M | 10,161 | 01/20/2010 ⁽⁷⁾ 01/20/2020 | Common Stock | 10,161 | |
| Stock Option (Right to Buy) | \$ 53.5 | 02/18/2015 | | M | 29,220 | 01/20/2011 ⁽⁸⁾ 01/20/2021 | Common Stock | 29,220 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RINEY T RICHARD 10350 ORMSBY PARK PLACE SUITE 300 LOUISVILLE,, KY 40223 | | | EVP, Chief Admin. Off., GC | |

Signatures

T. Richard
Riney

02/20/2015

__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) On February 18, 2015, 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 I. These shares are being sold pursuant to a written non-discretionary 10b5-1(c) sales plan dated December 16, 2014 entered into by the Reporting Person.

(2) The price reported in column 4 is a weighted average price. These shares were sold by the Reporting Person in multiple transactions at prices ranging from \$75.62 to \$76.49, 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 (2).

(3) The price reported in column 4 is a weighted average price. These shares were sold by the Reporting Person in multiple transactions at prices ranging from \$76.67 to \$77.32, 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 (3).

(4) On February 18, 2015, The Riney Family Trust (the "Trust") transmitted to the SEC a Form 144 covering the sale of the Issuer's common stock reported in Table I. These shares are being sold pursuant to a written non-discretionary 10b5-1(c) sales plan dated December 16, 2014 entered into by the Trust.

(5) The price reported in column 4 is a weighted average price. These shares were sold by the Trust in multiple transactions at prices ranging from \$75.68 to \$76.49, inclusive. The Trust 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 (5).

(6) The price reported in column 4 is a weighted average price. These shares were sold by the Trust in multiple transactions at prices ranging from \$76.86 to \$77.31, inclusive. The Trust 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 (6).

(7) These options were part of a previously reported grant of 30,485 on January 20, 2010 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 20, 2010.

(8) These options were part of a previously reported grant of 29,220 on January 20, 2011 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 20, 2011.

(9) As of February 18, 2015, Reporting Person owns options to purchase an aggregate of 201,405 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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