#### MCKEE MICHAEL D

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 4

August 22, 2005

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

2. Issuer Name and Ticker or Trading

Symbol

MCKEE MICHAEL D

**HEALTH CARE PROPERTY** 

**INVESTORS INC [HCP]** 

3. Date of Earliest Transaction

(Month/Day/Year) 08/19/2005

3760 KILROY AIRPORT WAY

(Middle)

(Street) Filed(Month/Day/Year)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

6. Ownership

Form: Direct

(D) or Indirect Beneficial

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Person

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

Issuer

below)

X Director

Officer (give title

LONG BEACH, CA 90806

(City) (State) (Zip)

(Month/Day/Year)

5. Amount of 3. 4. Securities Securities

(A)

or

Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5)

Beneficially Owned Following Reported

(Instr. 4) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

2. Transaction Date 2A. Deemed

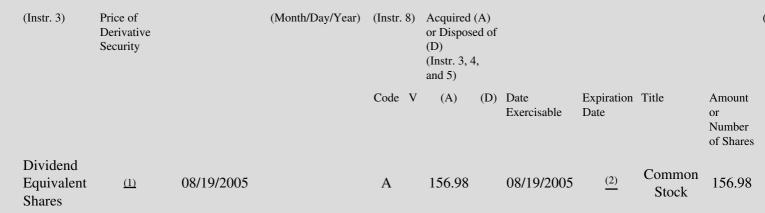
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion **Transaction**Derivative **Expiration Date Underlying Securities** (Month/Day/Year) Execution Date, if or Exercise Code (Month/Day/Year) (Instr. 3 and 4) Security Securities any

### Edgar Filing: MCKEE MICHAEL D - Form 4



### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCKEE MICHAEL D 3760 KILROY AIRPORT WAY LONG BEACH, CA 90806

# **Signatures**

Alan C. Vital, Power of Attorney for Michael D.

McKee

08/22/2005

\*\*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)** 1 for 1

Dividend equivalent shares issued under the issuer's Second Amended and Restated Director Deferred Compensation Plan which are payable in cash following the termination of the reporting person's service with the issuer, subject to earlier withdrawal or transfer in accordance with the terms of the Plan.

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.

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