

Klaritch Thomas
Form 4
February 03, 2009

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Klaritch Thomas

(Last) (First) (Middle)

3760 KILROY AIRPORT WAY,
SUITE 300

(Street)

LONG BEACH, CA 90806

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HCP, INC. [HCP]

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

11/14/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
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
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)
Common Stock	01/30/2009		A	Amount 10,640 (1)	A \$ 0 122,428	D	
Common Stock	11/14/2008		C	50,000	A (2) 172,428	D	
Common Stock	11/14/2008		C	38,600	A (2) 38,600	I	Held in Trust for his children

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**

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option	\$ 23.34	01/30/2009		A	71,810	(3) 01/30/2019	Common Stock	71,810
LLC Units (Right to Redeem)	(2)	11/14/2008		C	50,000	(4) (4)	Common Stock	50,000
LLC Units (Right to Redeem)	(2)	11/14/2008		C	38,600	(4) (4)	Common Stock	38,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Klaritch Thomas
3760 KILROY AIRPORT WAY, SUITE 300
LONG BEACH, CA 90806

Executive Vice President

Signatures

Eric J. Stambol, Power of Attorney for Thomas M. Klaritch

02/03/2009

**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) Represents the number of restricted stock units that were fixed on January 30, 2009 based on the issuer's satisfaction of certain performance criteria. The restricted stock units vest 20% each year on the anniversary of the January 25, 2008 grant. Subject to certain restrictions, the common stock is deliverable upon a distribution date timely elected by the reporting person, which date must be no sooner than the vesting date.

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(2) The reporting person redeemed units of HCPI/Tennessee, LLC, of which the issuer is the managing member. Units are redeemable at the election of the holder on or after October 1, 2004 and through September 30, 2013. The units are redeemable at the election of HCP after September 30, 2013. The Units are redeemable, on a 1 for 1 basis, into shares of Common Stock or cash at the discretion of HCP. The issuer elected to redeem the reporting person's Units with Common Stock.

(3) Options vest 20% per year commencing on January 30, 2010, the first anniversary of the grant.

Units are redeemable at the election of the holder on or after October 1, 2004 and through September 30, 2013. The units are redeemable
(4) at the election of HCP after September 30, 2013. The Units are redeemable, on a 1 for 1 basis, into shares of Common Stock or cash at the discretion of HCP

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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