

Cozzi Vincent M.  
Form 4  
November 12, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cozzi Vincent M.

(Last) (First) (Middle)  
111 SOUTH WACKER DRIVE,  
SUITE 4800  
  
(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/10/2010

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)  
SVP Medical Office Properties

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 11/10/2010                           |  | M                              | V   | 7,539 A \$ 41.54  | 15,988   | D                                 |
| Common Stock                    | 11/10/2010                           |  | M                              | V   | 5,176 A \$ 21.57  | 21,164   | D                                 |
| Common Stock                    | 11/10/2010                           |  | S <sup>(1)</sup>               | D   | 100 D \$ 53.91  | 21,064   | D                                 |
| Common Stock                    | 11/10/2010                           |  | S <sup>(1)</sup>               | D   | 600 D \$ 53.93  | 20,464   | D                                 |
| Common Stock                    | 11/10/2010                           |  | S <sup>(1)</sup>               | D   | 848 D \$ 53.94  | 19,616   | D                                 |

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|              |            |                        |       |   |          |        |   |
|--------------|------------|------------------------|-------|---|----------|--------|---|
| Common Stock | 11/10/2010 | <u>S<sup>(1)</sup></u> | 1,200 | D | \$ 53.95 | 18,416 | D |
| Common Stock | 11/10/2010 | <u>S<sup>(1)</sup></u> | 367   | D | \$ 53.96 | 18,049 | D |
| Common Stock | 11/10/2010 | <u>S<sup>(1)</sup></u> | 1,559 | D | \$ 53.97 | 16,490 | D |
| Common Stock | 11/10/2010 | <u>S<sup>(1)</sup></u> | 241   | D | \$ 53.98 | 16,249 | D |
| Common Stock | 11/10/2010 | <u>S<sup>(1)</sup></u> | 700   | D | \$ 53.99 | 15,549 | D |
| Common Stock | 11/10/2010 | <u>S<sup>(1)</sup></u> | 4,000 | D | \$ 54    | 11,549 | D |
| Common Stock | 11/10/2010 | <u>S<sup>(1)</sup></u> | 600   | D | \$ 54.01 | 10,949 | D |
| Common Stock | 11/10/2010 | <u>S<sup>(1)</sup></u> | 1,800 | D | \$ 54.02 | 9,149  | D |
| Common Stock | 11/11/2010 | <u>S<sup>(1)</sup></u> | 100   | D | \$ 54.03 | 9,049  | D |
| Common Stock | 11/10/2010 | <u>S<sup>(1)</sup></u> | 400   | D | \$ 54.04 | 8,649  | D |
| Common Stock | 11/10/2010 | <u>S<sup>(1)</sup></u> | 200   | D | \$ 54.05 | 8,449  | 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)

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  | \$ 41.54   | 11/10/2010                           |  | M                              | 7,539   | 01/22/2008 <sup>(2)</sup> 01/22/2018                     | Amount or Number of Shares<br>7,539                           |

|                                      |          |            |   |       |                           |            |  |                 |       |
|--------------------------------------|----------|------------|---|-------|---------------------------|------------|--|-----------------|-------|
| Stock<br>Option<br>(Right to<br>Buy) |          |            |   |       |                           |            |  | Common<br>Stock |       |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 21.57 | 11/10/2010 | M | 5,176 | 02/27/2009 <sup>(3)</sup> | 02/27/2019 |  | Common<br>Stock | 5,176 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Cozzi Vincent M.<br>111 SOUTH WACKER DRIVE, SUITE 4800<br>CHICAGO, IL 60606 |               |           | SVP Medical Office Properties |       |

## Signatures

Vincent M. Cozzi, By: T. Richard Riney,  
Attorney-In-Fact

11/12/2010

\_\_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 November 10, 2010, the Reporting Person transmitted to the Securities and Exchange Commission a Form 144 covering the sale of the Issuer's common stock reported on Table I.
  - (2) These options were part of a previously reported grant of 7,539 on January 22, 2008, by the Issuer to the Reporting Person that vested in three equal installments on January 22, 2008, January 22, 2009 and January 22, 2010.
  - (3) These options were part of a previously reported grant of 7,764 on February 27, 2009, by the Issuer to the Reporting Person that vests in three equal installments on February 27, 2009, February 27, 2010 and February 27, 2011.
  - (4) Represents total number of unexercised stock options held by the Reporting Person as of November, 10, 2010.

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