#### **CROCKER DOUGLAS II**

Form 4 January 05, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Form 4 or
Form 5

obligations
may continue.

See Instruction

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 \*

(State)

(Zip)

1(b).

CROCKER DOUGLAS II Issuer Symbol VENTAS INC [VTR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Other (specify Officer (give title 71 SOUTH WACKER DRIVE, 01/01/2009 below) **SUITE 3400** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

2. Issuer Name and Ticker or Trading

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Chec Applicable Line)
\_X\_ Form filed by One Reporting Person
\_\_\_ Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

Per

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

CHICAGO, IL 6060	)6
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(City)

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1.Title of Security	2. Transaction Date (Month/Day/Year)		3. Transactio	4. Securitie	•	` ′	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	•	any	Code	(Instr. 3, 4)	and 5)		Beneficially	Form:	Beneficial
, i		(Month/Day/Year)	(Instr. 8)		ĺ		Owned	Direct (D)	Ownership
		•	· · · · ·				Following	or Indirect	(Instr. 4)
							Reported	(I)	,
					(A)		Transaction(s)	(Instr. 4)	
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	,		
Common Stock	01/01/2009		A	558.534 (1)	A	\$ 33.57	61,474.736	D	
Common Stock	01/01/2009		A	2,059 (2)	A	\$ 0	63,708.245 (3)	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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 33.57	01/01/2009		A	5,000 (4)	01/01/2009(5)	01/01/2019	Common Stock	5,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CROCKER DOUGLAS II 71 SOUTH WACKER DRIVE, SUITE 3400 CHICAGO, IL 60606	X					

## **Signatures**

Douglas Crocker II, By: T. Richard Riney,
Attorney-In-Fact
01/05/2009

\*\*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).
- Common Stock in the form of Units granted under the Ventas Nonemployee Director Deferred Stock Compensation Plan (the "Plan") in (1) lieu of Director fees pursuant to the Director's deferral election. Such Units are payable solely in Common Stock and subject to the terms and conditions of the Director's deferral election and the Plan.
- (2) Restricted Stock granted by Issuer pursuant to the Ventas, Inc. 2006 Stock Plan for Directors (the "Stock Plan"). This Restricted Stock vests in two equal annual installments beginning on the first anniversary of the date of the grant.
- (3) Includes 174.509 Units acquired on December 30, 2008 under the Plan as a result of dividend equivalents credited with respect to the dividend on Issuer's common stock paid on December 30, 2008.
- (4) Stock Options granted by Issuer pursuant to the Stock Plan.
- (5) These options vest in two equal annual installments beginning on the date of grant.

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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