

Cozzi Vincent M.
Form 4
May 31, 2011

FORM 4

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

OMB APPROVAL

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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)
05/26/2011

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 05/26/2011 | | M | | 2,588 | A | \$ 21.57 |
| Common Stock | 05/26/2011 | | M | | 2,396 | A | \$ 44.19 |
| Common Stock | 05/26/2011 | | S ⁽¹⁾ | | 4,984 | D | \$ 54.5103 |
| | | | | | | | 11,639 |
| | | | | | | | 14,035 |
| | | | | | | | 9,051 |

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

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number.

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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 21.57 | 05/26/2011 | | M | 2,588 | 02/27/2009 ⁽²⁾ 02/27/2019 | Common Stock | 2,588 |
| Stock Option (Right to Buy) | \$ 44.19 | 05/26/2011 | | M | 2,396 | 02/26/2010 ⁽³⁾ 02/26/2020 | Common Stock | 2,396 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cozzi Vincent M.
111 SOUTH WACKER DRIVE, SUITE 4800
CHICAGO, IL 60606

SVP Medical Office Properties

Signatures

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

05/31/2011

__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).

On May 26, 2011, 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. The price reported in column 4 is a weighted average price. These shares were sold by the

(1) Reporting Person in multiple transactions at prices ranging from \$54.51 to \$54.511, inclusive. Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).

(2)

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These options were part of a previously reported grant of 7,764 on February 27, 2009, by the Issuer to the Reporting Person that vested in three equal installments on February 27, 2009, February 27, 2010 and February 27, 2011.

- (3) These options were part of a previously reported grant of 3,594 on February 26, 2010, by the Issuer to the Reporting Person that vested or will vest in three equal installments on February 26, 2010, February 26, 2011 and February 26, 2012.
- (4) Represents total number of unexercised stock options held by the Reporting Person as of May 31, 2011.

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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