

VENTAS INC

Form 4

August 23, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Liebbe Gregory R

(Last) (First) (Middle)

10350 ORMSBY PARK
PLACE, SUITE 300

(Street)

LOUISVILLE, KY 40223

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2016

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)

SVP, Chief Accounting Officer

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/19/2016		M		1,304	A \$ 46.62	7,584.578 D
Common Stock	08/19/2016		S		1,304 (1)	D \$ 73.1996	6,280.578 D
Common Stock	08/19/2016		M		2,703	A \$ 59.21	8,983.578 D
Common Stock	08/19/2016		S		2,703 (1)	D \$ 73.1996	6,280.578 D
Common Stock	08/19/2016		M		2,936	A \$ 50.92	9,216.578 D

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Common Stock 08/19/2016 S 2,936
(1) D \$ 73.1996 6,280.578 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 46.62	08/19/2016		M		1,304		03/09/2013 ⁽²⁾	03/09/2022	Common Stock	1,304
Stock Option (Right to Buy)	\$ 59.21	08/19/2016		M		2,703		03/08/2014 ⁽³⁾	03/08/2023	Common Stock	2,703
Stock Option (Right to Buy)	\$ 50.92	08/19/2016		M		2,936		03/07/2015 ⁽⁴⁾	03/07/2024	Common Stock	2,936

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Liebe Gregory R 10350 ORMSBY PARK PLACE SUITE 300 LOUISVILLE, KY 40223	SVP, Chief Accounting Officer

Signatures

Gregory R. Liebbe, By: T. Richard Riney,
Attorney-In-Fact

08/23/2016

__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 August 19, 2016, the Reporting Person transmitted to the Securities and Exchange Commission (the "SEC") a Form 144 covering the sale of the Issuer's common stock reported in Table I. The price reported in column 4 is a weighted average price. These shares were sold

- (1) by the Reporting Person in multiple transactions at prices ranging from \$73.08 to \$73.37, inclusive. The Reporting Person undertakes to provide Issuer, any security holder of Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).
- (2) These options were part of a previously reported grant by the Issuer to the Reporting Person which vested in three equal annual installments beginning on March 9, 2013.
- (3) These options were part of a previously reported grant by the Issuer to the Reporting Person which vested in three equal annual installments beginning on March 8, 2014.
- (4) These options were part of a previously reported grant by the Issuer to the Reporting Person which vested in three equal annual installments beginning on March 7, 2015.

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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