VENTAS INC
Form PRE 14A
March 30, 2007
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

x Preliminary Proxy Statement

¨ Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

VENTAS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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10350 Ormsby Park Place

Suite 300

Louisville, Kentucky 40223

(502) 357-9000

April , 2007

Dear Stockholder:

I am pleased to invite you to attend our Annual Meeting of Stockholders to be held at 9:00 a.m., local time, on Wednesday, May 16, 2007. The meeting will be held at 111 South Wacker Drive, 29th Floor, Chicago, Illinois 60606.

The accompanying Notice of Annual Meeting of Stockholders and Proxy Statement describe the items to be considered and acted upon at the meeting.

Your vote is very important. Whether or not you plan to attend the meeting, you can vote by signing, dating and mailing the enclosed proxy card in the envelope provided. Also, registered and most beneficial stockholders may vote by toll-free telephone in the United States or Canada or over the Internet. The enclosed proxy card contains instructions for using these convenient services. We urge you to vote your shares at your earliest convenience.

The Board of Directors appreciates your interest in Ventas, Inc.

Sincerely,
Debra A. Cafaro

Chairman of the Board, Chief Executive Officer and President

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10350 Ormsby Park Place

Suite 300

Louisville, Kentucky 40223

(502) 357-9000

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Ventas, Inc.:

The Annual Meeting of Stockholders (the Annual Meeting) of Ventas, Inc. will be held at 9:00 a.m., local time, on Wednesday, May 16, 2007, at 111 South Wacker Drive, 29th Floor, Chicago, Illinois 60606, to consider and vote on:

1. The election of directors for the ensuing year;
2. The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2007;
3. The approval of an amendment to our Certificate of Incorporation to increase the number of authorized shares of common stock;
4. The approval of an amendment to our Certificate of Incorporation to include certain provisions limiting the constructive ownership of our capital stock in order to provide further assurances for our continued compliance as a qualified real estate investment trust under U.S. federal income tax law; and
5. Such other business as may properly come before the Annual Meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on March 19, 2007 as the record date for determination of stockholders entitled to notice of, and to vote at, the Annual Meeting or any adjournments thereof. A list of all stockholders entitled to vote at the Annual Meeting will be available for inspection by any stockholder for any purpose reasonably related to the Annual Meeting during ordinary business hours for a period of ten days prior to the Annual Meeting at our principal executive offices located at 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223. Your attention is directed to the Proxy Statement accompanying this notice.

You are cordially invited to attend the Annual Meeting in person. **Even if you plan to attend in person, you are requested to vote by telephone, over the Internet or by signing, dating and mailing the enclosed proxy card at your earliest convenience**. This will not prevent you from voting your shares in person if you choose to attend the Annual Meeting.

By Order of the Board of Directors,

T. Richard Riney

Executive Vice President, Chief Administrative Officer, General Counsel and Corporate Secretary

Louisville, Kentucky

April , 2007

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VENTAS, INC.

10350 Ormsby Park Place

Suite 300

Louisville, Kentucky 40223

(502) 357-9000

PROXY STATEMENT

for

ANNUAL MEETING OF STOCKHOLDERS

May 16, 2007

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GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

Solicitation of Proxies and Mailing Date

This Proxy Statement is being furnished in connection with the solicitation of proxies by the Board of Directors (the Board) of Ventas, Inc. (Ventas, we or us) for use at our Annual Meeting of Stockholders (the Annual Meeting) to be held at 9:00 a.m., local time, on Wednesday, May 16, 2007, at 111 South Wacker Drive, 29th Floor, Chicago, Illinois 60606, and at any adjournments thereof. We are first distributing this Proxy Statement and the materials accompanying it to stockholders on or about April , 2007.

Who Can Vote

Only stockholders of record at the close of business on March 19, 2007 are entitled to vote at the Annual Meeting or any adjournments thereof. On the record date, 106,310,070 shares of our common stock, par value $0.25 per share (Common Stock), were outstanding. Each share of Common Stock entitles the owner to one vote. However, certain shares designated as Excess Shares pursuant to our Certificate of Incorporation (which are generally any shares owned in excess of 9.0% of the outstanding Common Stock) may not be voted by the record owner thereof, but will instead be voted in accordance with Article XII of our Certificate of Incorporation.

How to Vote

Stockholders of record may vote in one of the following ways:

By telephone If you are located in the United States or Canada, you may vote your shares by calling the toll-free telephone number on the enclosed proxy card. You may vote by telephone 24 hours a day, 7 days a week until the time of the Annual Meeting. The telephone voting system has easy-to-follow instructions and allows you to confirm that the system has properly recorded your vote. If you vote by telephone, you do not need to return your proxy card. Please note that you may incur costs charged by telephone companies if you vote by telephone.

Over the Internet You may vote your shares via the Web site *www.cesvote.com*. You may vote over the Internet 24 hours a day, 7 days a week until the time of the Annual Meeting. As with telephone voting, you may confirm that the system has properly recorded your vote. If you vote over the Internet, you do not need to return your proxy card. Please note that you may incur costs charged by telephone companies or Internet access providers if you vote over the Internet.

By mail You may vote your shares by signing and dating the enclosed proxy card and returning it by mail in the accompanying postage-paid envelope.

In person at the Annual Meeting If you vote by telephone, over the Internet or by mail, you may still attend the Annual Meeting and vote your shares in person.

Stockholders who hold shares in street name should follow the instructions provided by their broker or nominee to instruct the broker or nominee how to vote the shares.

All shares that have been properly voted by proxy and not revoked will be voted at the Annual Meeting in accordance with the instructions contained therein. Shares represented by proxy cards that are signed and returned but do not contain any voting instructions will be voted as follows:

tement;

st & Young) as our independent registered public accounting firm for fiscal year 2007;

on to increase our authorized Common Stock;

on to include certain provisions limiting the constructive ownership of our capital stock in order to provide further assurances for our continued compliance as a qualif

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In the discretion of the proxy holders, on such other business as may properly come before the Annual Meeting.

Revocation of Proxies

Stockholders of record may revoke a proxy at any time before it is voted at the Annual Meeting by:

- Executing a later-dated proxy card;
- Subsequently voting by telephone or over the Internet; or
- Submitting a written notice of revocation to our General Counsel at our principal executive offices located at 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223.

A stockholder of record may also attend the Annual Meeting and vote in person, in which event any prior proxy given by the stockholder will be revoked automatically. Attendance at the Annual Meeting by itself will not constitute revocation of a proxy. Stockholders who hold shares in street name should follow the instructions provided by their broker or nominee to revoke a proxy, if applicable. No dissenters or appraisal rights are available with respect to the proposals presently being submitted to the stockholders for their consideration.

Quorum

A majority of the outstanding shares of Common Stock as of the record date must be present in person or by proxy to constitute a quorum to transact business at the Annual Meeting. Abstentions and proxies relating to street name shares for which brokers or nominees do not have discretionary voting power with respect to one or more proposals and have not received voting instructions from the beneficial owner (Broker Non-Votes) are counted for purposes of establishing a quorum. Under current New York Stock Exchange (NYSE) rules, a broker or nominee that has not received voting instructions from the beneficial owner has discretion to vote on the election of directors (Proposal 1) and the ratification of the appointment of the independent registered public accounting firm (Proposal 2), but no other proposal.

Voting Requirements

Proposal 1	The vote of a plurality of the shares of Common Stock present in person or by proxy will be necessary to elect the director-nominees listed in this Proxy Statement. Therefore, the seven nominees receiving the greatest number of votes cast will be elected as directors, and abstentions and Broker Non-Votes will have no effect.
Proposal 2	The affirmative vote of a majority of the shares of Common Stock present in person or by proxy and entitled to vote will be necessary to ratify the appointment of Ernst & Young as our independent registered public accounting firm for fiscal year 2007. Therefore, abstentions will have the same effect as votes against this proposal, whereas Broker Non-Votes will have no effect.
Proposal 3	The affirmative vote of a majority of the outstanding shares of Common Stock entitled to vote will be necessary to approve the amendment to our Certificate of Incorporation to increase our authorized Common Stock. Therefore, abstentions and Broker Non-Votes will have the same effect as votes against this proposal.
Proposal 4	The affirmative vote of a majority of the outstanding shares of Common Stock entitled to vote will be necessary to approve the amendment to our Certificate of Incorporation to include certain provisions limiting the constructive ownership of our capital stock in order to provide further assurances for our continued compliance as a qualified real estate investment trust under U.S. federal income tax law. Therefore, abstentions and Broker Non-Votes will have the same effect as votes against this proposal.

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The affirmative vote of a majority of the shares of Common Stock present in person or by proxy and entitled to vote will be necessary to approve any other proposal that may properly come before the Annual Meeting. Accordingly, abstentions will have the same effect as votes against any such proposal, whereas Broker Non-Votes will have no effect.

Householding

Stockholders who hold shares in street name (i.e., through a brokerage account) may receive only one copy of our 2006 Annual Report and this Proxy Statement if they have the same last name as and share a single address with another stockholder. This practice, known as householding, is designed to eliminate duplicate mailings, conserve natural resources and reduce our printing and mailing costs. More information about householding can be obtained from your bank, broker or other record holder. Stockholders wishing to receive a separate copy of the 2006 Annual Report and this Proxy Statement may write or call us at: Ventas, Inc., 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223, Attention: Corporate Secretary, telephone (502) 357-9000. Upon receipt of your request, we will promptly deliver the requested materials to you. Stockholders with the same last name and sharing an address who hold shares in street name and who desire in the future to receive separate copies of our annual reports and proxy statements if they are currently receiving only one copy, or who desire to receive a single copy if they are currently receiving multiple copies, may write or call ADP Investor Communications Services at: ADP Householding Department, 51 Mercedes Way, Edgewood, NY 11717, telephone (800) 542-1061.

Cost of Proxy Solicitation

We will bear the cost of soliciting proxies by the Board. In addition to the solicitation of proxies by mail, solicitation may be made personally or by telephone or electronic communication by our directors, officers and employees, none of whom will receive additional compensation for these services, and by Georgeson Shareholder Communications, Inc., who we have retained to aid in the solicitation of proxies. We will pay Georgeson Shareholder Communications, Inc. approximately $ plus expenses for these services. We will also reimburse brokers and other nominees for their reasonable out-of-pocket expenses incurred in connection with distributing forms of proxies and proxy materials to the beneficial owners of Common Stock.

PROPOSAL 1:

ELECTION OF DIRECTORS

Our Board of Directors currently consists of seven directors, all of whom the Board has nominated upon the recommendation of the Nominating and Corporate Governance Committee (the Nominating and Governance Committee) to be elected as directors at the Annual Meeting. Each director elected at the Annual Meeting will hold office until the next succeeding annual meeting of stockholders and his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal.

All nominees for director have consented to be named and have agreed to serve as directors if elected. We have no reason to believe that any of the nominees will be unable to accept election as a director. However, in the event that one or more nominees are unable or unwilling to accept election or are unavailable to serve for any reason, the persons named as proxies or their substitutes will have authority, according to their judgment, to vote or refrain from voting for such substitute nominees as may be designated by the Board.

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Set forth below is certain biographical information concerning each nominee proposed for election as a director. This information is based upon statements made or confirmed to us by or on behalf of such nominees, except to the extent certain information appears in our records. Ages shown for all nominees are as of March 31, 2007.

Name	Age	Principal Occupation, Five-Year Business Experience and Directorships	Year First Became a Director
Debra A. Cafaro	49	Ms. Cafaro joined us as Chief Executive Officer and President in 1999 and was appointed Chairman of the Board in January 2003. From 1997 to 1998, she served as President and Director of Ambassador Apartments, Inc. (NYSE: AAH), a real estate investment trust (REIT). Ms. Cafaro is admitted to the Bar in Illinois and Pennsylvania. She serves as a director of Weyerhaeuser Company (NYSE: WY), one of the world s largest integrated forest products companies, and is a member of the Executive Committee of the Board of Governors of the National Association of Real Estate Investment Trusts (NAREIT) and the Real Estate Roundtable and its Nominating Committee. She also chairs the Visiting Committee of the University of Chicago Law School.	1999
Douglas Crocker II	66	Mr. Crocker served as Vice Chairman of the Board of Trustees of Equity Residential Properties Trust (NYSE: EQR) (EQR), a prominent multifamily apartment REIT, from January 2003 to April 2003, and as Trustee and Chief Executive Officer of EQR from 1993 to December 2002. He also served as President of EQR from 1993 until April 2002. Mr. Crocker served as Executive Vice President of Equity Financial and Management Company, a subsidiary of Equity Group Investments, Inc. (EGI), which provides strategic direction and services for EGI s real estate and corporate activities, from 1992 to 1997. He has also previously served as President, Chief Executive Officer and a director of First Capital Corporation, a sponsor of public limited real estate partnerships. Mr. Crocker serves as a director of Wellsford Real Properties, Inc. (AMEX: WRP), a real estate merchant banking firm, Acadia Realty Trust (NYSE: AKR), a REIT that owns and operates shopping centers, Post Properties, Inc. (NYSE: PPS), an apartment REIT and Reckson Associates Realty Corp., an office and industrial REIT.	1998
Ronald G. Geary	59	Mr. Geary, an attorney and certified public accountant, has served as a director of ResCare, Inc. (NASDAQ: RSCR) (ResCare), a provider of residential training and support services for persons with developmental disabilities and certain vocational training services, since 1990 and as Chairman of the Board of ResCare since 1998. Mr. Geary also served as President of ResCare from 1990 to June 2006 and as Chief Executive Officer of ResCare from 1993 to June 2006. Prior to becoming Chief Executive Officer, Mr. Geary was Chief Operating Officer of ResCare from 1990 to 1993. Mr. Geary served as a director of Alterra Healthcare Corporation, a national assisted living company, from May 2001 to December 2003.	1998

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Name	Age	Principal Occupation, Five-Year Business Experience and Directorships	Year First Became a Director
Jay M. Gellert	53	Mr. Gellert has been President and Chief Executive Officer of Health Net, Inc. (formerly known as Foundation Health Systems, Inc.) (NYSE: HNT) (Health Net), an integrated managed care organization which administers the delivery of managed healthcare services, since 1998, and as a director of Health Net since 1999. Previously, Mr. Gellert was President and Chief Operating Officer of Health Net from 1997 to 1998. From 1996 to 1997, Mr. Gellert served as President and Chief Operating Officer of Health Net, then operating as Health Systems International, Inc. (HSI), a health maintenance organization, and as a director of HSI from 1996 to 1997. Prior to joining HSI, Mr. Gellert directed strategic advisory engagements for Shattuck Hammond Partners. Mr. Gellert serves as a director of the American Association of Health Plans and Miavita, Inc., a provider of online wellness programs.	2001
Christopher T. Hannon	44	Mr. Hannon joined Province Healthcare Company (NYSE: PRV) (Province) in 1997 and served as its Senior Vice President and Chief Financial Officer from October 2002 to April 2005. Province was acquired by LifePoint Hospitals, Inc. (NASDAQ: LPNT) in April 2005, at which time Mr. Hannon retired from the company. Prior to 1997, Mr. Hannon was a vice president with SunTrust Banks, Inc. (NYSE: STI) (SunTrust), where he was a senior healthcare lender. He joined SunTrust in 1984. Mr. Hannon serves as a director of nTelagent, Inc., a healthcare services company, and is a member of the HFMA National Accounting Policy and Practices Board.	2004
Sheli Z. Rosenberg	65	Ms. Rosenberg was Vice Chairman of Equity Group Investments, LLC (EGI, LLC), an investment company, from 2000 to October 2003 and Chief Executive Officer and President of EGI, LLC from 1999 to 2000. From 1994 to 1999, Ms. Rosenberg served as Chief Executive Officer, President and a director of EGI, an owner, manager and financier of real estate and corporations. Ms. Rosenberg was a principal in the law firm of Rosenberg & Liebentritt, P.C. from 1980 to 1997. She is a trustee of EQR and serves as a director of Equity Life Style Properties (NYSE: ELS), a manufactured home community REIT, CVS Corporation (NYSE: CVS), a drug store chain, and Avis Corporation (NYSE: CAR), a provider of automobile rental and related services. Ms. Rosenberg is also co-founder and President of The Center for Executive Women at the Kellogg School of Management.	2001

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Name	Age	Principal Occupation, Five-Year Business Experience and Directorships	Year First Became a Director
THOMAS C. THEOBALD	69	Mr. Theobald has served as Senior Advisor at Chicago Growth Capital, a Chicago-based private equity firm, since September 2004. From 1994 to September 2004, he served as a Managing Director at William Blair Capital Partners, and from 1987 to 1994, Mr. Theobald was Chairman and Chief Executive Officer of Continental Bank Corporation, a bank holding company. Prior to that, he worked at Citicorp/Citibank from 1960 to 1987, rising to the level of Vice Chairman. He serves as a director of Anixter International, Inc. (NYSE: AXE), a supplier of electrical apparatus and equipment, Columbia Funds, a mutual fund group, AMBAC Financial Group (NYSE: ABK), a financial guaranty underwriter, and Jones Lang LaSalle Incorporated (NYSE: JLL), a real estate services and investment management firm. Mr. Theobald is also a Life Trustee of Northwestern University and a member of the Board of Dean s Advisors at Harvard Business School.	2003

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH THE NAMED NOMINEES.

CORPORATE GOVERNANCE

Board of Directors

The Board of Directors provides oversight with respect to our overall performance, strategic plans and key corporate policies. It approves significant acquisitions, dispositions and other transactions, advises management on key financial and business objectives and monitors our progress with respect to these matters. Members of the Board are kept informed of our business by various reports and materials provided to them on a regular basis by management, including presentations made at Board and committee meetings by our Chief Executive Officer, Chief Financial Officer and other officers.

Board Meeting Attendance

During 2006, the Board held a total of 16 meetings, including 4 regular meetings and 12 special meetings. In conjunction with each regular meeting, the Board of Directors met in executive session, outside the presence of management. The non-management members of the Board are expected to meet in executive session, outside the presence of management, at a minimum, at each of its regularly scheduled quarterly Board meetings. On May 19, 2006, the Board of Directors appointed Mr. Crocker to serve as Presiding Director, whose duties include chairing the executive sessions of the non-management members. The Presiding Director must be an independent member of the Board and generally serves until the next annual meeting of stockholders and until his or her successor has been appointed or until his or her earlier resignation, removal or death.

It is our policy that all directors should attend our annual meetings of stockholders. All of our directors attended the 2006 Annual Meeting of Stockholders. In 2006, each director also attended at least 75% of the total number of meetings of the Board and committees on which he or she served.

Board Independence

Our Guidelines on Governance require that at least a majority of the Board be comprised of directors who meet the criteria for independence under the rules and regulations of the NYSE. The Board has reviewed and

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affirmatively determined that each of our current non-employee directors and nominees, namely, Messrs. Crocker, Geary, Gellert, Hannon and Theobald and Ms. Rosenberg, is independent of Ventas and our management and qualifies as independent under those standards. Ms. Cafaro, as our Chairman of the Board, Chief Executive Officer and President, is not independent under the rules of the NYSE. The Board s determination was based on a review conducted on March 13, 2007, pursuant to which each non-employee director s independence was evaluated on a case-by-case basis. The Board considered any matters that could affect the ability of each non-employee director to exercise independent judgment in carrying out his or her responsibilities as a director, including all transactions and relationships between, on one hand, each such director, the director s family members and organizations with which the director or the director s family members have an affiliation and, on the other hand, us, our subsidiaries and our management. Any such matters were evaluated both from the standpoint of the director and from that of persons or organizations with which the director has an affiliation. The Board has concluded that none of the directors (other than Ms. Cafaro) has a material relationship with us. Each director abstained from the vote pertaining to the determination of his or her independence.

In evaluating Mr. Geary s independence, the Board considered our relationship with ResCare pursuant to the Master Lease Agreement described under Transactions with Related Persons Transactions with ResCare and has determined that such relationship is not material to Mr. Geary, ResCare or us from a financial perspective or otherwise. The total annual payments made to us under the Master Lease Agreement constitute less than one-tenth of one percent (0.1%) of the annual gross consolidated revenues of ResCare, and less than two-tenths of one percent (0.2%) of our annual gross consolidated revenues. Further, the Board believes that the terms of the Master Lease Agreement represent market rates. The Board does not believe this relationship will affect Mr. Geary s ability to exercise independent judgment in carrying out his responsibilities as a director of Ventas.

Communications with the Board

Stockholders and other parties interested in communicating directly with the Board may do so by writing to Board of Directors, Ventas, Inc., c/o Corporate Secretary, 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223 or by submitting an e-mail to the board at bod@ventasreit.com. Communications addressed to the board are screened by our Corporate Secretary for appropriateness before either forwarding to or notifying the members of the Board of receipt of a communication. Additionally, stockholders and other parties interested in communicating directly with the Presiding Director of the Board of Directors or with the non-management directors as a group may do so by writing to Presiding Director, Ventas, Inc., 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223 or by submitting an e-mail to the independent members of the Board at independentbod@ventasreit.com.

Board Committees

The Board of Directors has five standing committees:

(1) the Audit and Compliance Committee (the Audit Committee);

(2) the Executive Compensation Committee (the Compensation Committee);

(3) the Executive Committee;

(4) the Investment Committee; and

(5) the Nominating and Governance Committee.

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The following table shows each committee on which each director served, the chairperson of each committee and the number of meetings held by each committee in 2006.

Name	Audit Committee	Compensation Committee	Executive Committee	Investment Committee	Nominating and Governance Committee
Debra A. Cafaro			X	C	
Douglas Crocker II	X	X		X	
Ronald G. Geary	X		X	X	
Jay M. Gellert			C		X
Christopher T. Hannon	C		X		
Sheli Z. Rosenberg		C			C
Thomas C. Theobald		X			X
Number of Meetings	**4**	**3**	**0**	**0**	**2**

C = Chairperson

Audit Committee

The Board has determined that each member of the Audit Committee is independent and satisfies the independence standards of the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act) and related rules and regulations of the Securities and Exchange Commission (the Commission) and the listing standards adopted by the NYSE, including the additional independence requirements for audit committee members. The Board has also determined that each member of the Audit Committee is financially literate and qualifies as an audit committee financial expert under the rules of the Commission.

The Audit Committee assists board oversight of the quality and integrity of our financial statements, our compliance with legal and regulatory requirements, the independent registered public accounting firm s qualifications and independence and the performance of our internal audit function and independent registered public accounting firm. Among other things, the Audit Committee:

- prepares the report required by Commission rules to be included in our annual proxy statement;
- annually assesses the adequacy of its charter and reviews its performance;
- appoints and evaluates our independent registered public accounting firm, subject to stockholder ratification;
- compensates, retains and oversees the work of the independent registered public accounting firm (including the resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work; reviews and approves our annual audited financial statements, quarterly financial statements and other reports and statements filed with the Commission;
- approves all audit services and permitted non-audit services (including the fees and terms thereof);
- reviews significant issues and judgments concerning our financial statements, regulatory and accounting initiatives and internal controls;

reviews quarterly reports from the independent registered public accounting firm on all critical accounting policies to be used, alternative treatment of financial information and other material written communications between the independent registered public accounting firm and management;

reviews our earnings press releases, as well as any financial information and earnings guidance provided to analysts and ratings agencies;

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- reviews our risk exposures, including our risk assessment and risk management policies and guidelines;
- reviews disclosures by our Chief Executive Officer and Chief Financial Officer about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in our internal controls; discusses with the independent registered public accounting firm any problems relating to the conduct of the audit and management s response thereto;
- reviews and evaluates the qualifications, performance and independence of the independent registered public accounting firm, including the lead partner of the audit team;
- annually reviews a report from the independent registered public accounting firm regarding (i) the independent registered public accounting firm s internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (iii) any steps taken to deal with any such issues, and (iv) all relationships between the independent registered public accounting firm and Ventas;
- oversees our internal audit function;
- reviews conflicts of interest and similar matters involving our directors or officers;
- establishes procedures for the receipt, retention and treatment of complaints concerning financial matters;
- reviews correspondence with regulators or governmental agencies and any published reports concerning our financial statements; and
- reviews accounting and financial personnel.

The Audit Committee maintains free and open communication with the Board of Directors, the independent registered public accounting firm, the internal auditors and the financial management.

A more complete description of the functions of the Audit Committee is set forth in the Audit Committee s written charter, a copy of which is available on our Web site at *www.ventasreit.com*. In addition, we will provide a copy of the Audit Committee charter, without charge, upon request to Ventas, Inc., 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223, Attention: Corporate Secretary.

Compensation Committee

The Board has determined that each member of the Compensation Committee is independent and satisfies the listing standards adopted by the NYSE. The Board has also determined that each member of the Compensation Committee meets the additional requirements for compensation committee members under Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code), and Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The functions of the Compensation Committee are to establish annual salary levels, approve fringe benefits and administer all incentive compensation plans and equity-based plans or programs for our executive officers. The Compensation Committee s compensation decisions for our Chief Executive Officer are subject to the review and approval of the independent members of the Board.

A more complete description of the functions of the Compensation Committee is set forth in the Compensation Committee s written charter, a copy of which is available on our Web site at *www.ventasreit.com*. In addition, we will provide a copy of the Compensation Committee charter, without charge, upon request to Ventas, Inc., 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223, Attention: Corporate Secretary.

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Executive Committee

The Board of Directors has delegated to the Executive Committee the power to direct the management of our business and affairs in emergency situations during the intervals between meetings of the Board (except for matters reserved to the Board and other committees of the Board).

Investment Committee

The function of the Investment Committee is to review and approve certain investments in, and acquisitions or development of, seniors housing and/or healthcare-related properties, as well as divestitures of properties, in accordance with our Investment and Divestiture Approval Policy.

Nominating and Governance Committee

The Board has determined that each member of the Nominating and Governance Committee is independent and satisfies the listing standards adopted by the NYSE. The Nominating and Governance Committee (i) identifies individuals qualified to become members of the Board; (ii) selects, or recommends to the Board for selection, director-nominees; (iii) oversees the Board and Board committees; (iv) develops and recommends to the Board a set of corporate governance guidelines and the corporate code of ethics; and (v) generally advises the Board on corporate governance and related matters. Other specific authority and responsibilities of the Nominating and Governance Committee include:

- establishing or approving the criteria for Board membership;
- making recommendations to the Board regarding its size, composition and tenure of directors;
- reviewing stockholder proposals and proposed responses;
- advising the Board on appropriate structure and operations of all committees of the Board, including committee member qualifications;
- reviewing and recommending to the Board committee assignments and additional committee members to fill vacancies as needed;
- annually reviewing and recommending to the Board the amount and types of compensation to be paid to our non-employee directors;
- annually reviewing with the Board succession planning with respect to our Chief Executive Officer and other executive officers;
- periodically reviewing our policies and procedures, including without limitation the corporate governance guidelines and the corporate code of ethics, as it deems appropriate, and recommending any changes or modifications to the Board for approval;
- developing, implementing, reviewing and monitoring an orientation program for new directors, as well as a continuing education program for existing directors;
- monitoring developments, trends and best practices in corporate governance and taking such actions in accordance therewith, as it deems appropriate; and

overseeing, as it deems appropriate, an evaluation process of the Board and each of the Board committees, as well as an annual self-performance evaluation.

The Nominating and Governance Committee has the authority to form subcommittees of independent directors and delegate its authority, to the extent not otherwise inconsistent with its obligations and responsibilities.

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A more complete description of the functions of the Nominating and Governance Committee is set forth in the Nominating and Governance Committee s charter, a copy of which is available on our Web site at *www.ventasreit.com*. In addition, we will provide a copy of the Nominating Committee charter, without charge, upon request to Ventas, Inc., 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223, Attention: Corporate Secretary.

Guidelines on Governance

Our Guidelines on Governance set forth, among other things, the process by which the Nominating and Governance Committee identifies and evaluates nominees for Board membership. Under this process, the Nominating and Governance Committee considers and recommends to the Board a slate of directors for election at our annual meeting of stockholders. In selecting such slate, the Nominating and Governance Committee considers (i) incumbent members of the Board who have indicated a willingness to continue to serve as such, (ii) candidates, if any, nominated by our stockholders, and (iii) other individuals as determined by the Nominating and Governance Committee. Additionally, if at any time during the year a seat on the Board becomes vacant or a new seat is created, the Nominating and Governance Committee recommends a candidate to the Board for appointment. The Nominating and Governance Committee evaluates each candidate considering, among other things, the criteria set forth below and any additional qualities that the Nominating and Governance Committee believes one or more directors should possess, based on an assessment of the perceived needs of the Board at that time. However, no single factor or group of factors is necessarily dispositive of whether a candidate will be recommended by the Nominating and Governance Committee. The Nominating and Governance Committee will consider individuals recommended for nomination by our stockholders in accordance with the procedures described under Stockholder Proposals for the 2008 Annual Meeting of Stockholders.

The Nominating and Governance Committee will not recommend a nominee for a position on the Board unless the nominee possesses specific, minimum qualifications, regardless of whether such nominee was recommended by a stockholder or group of stockholders or otherwise. Under these criteria, nominees for membership on the Board of Directors should:

- have demonstrated management or technical ability at high levels in successful organizations;
- be currently employed in positions of significant responsibility and decision-making;
- have experience relevant to our operations, such as real estate, real estate investment trusts, healthcare, finance or general management;
- be well-respected in their business and home communities;
- have time to devote to Board duties; and
- be independent from Ventas and our management (other than our Chief Executive Officer).

We have on occasion in the past employed third parties to assist us in identifying potential candidates based on specific criteria that we provided to those third parties, which included the qualifications then required by us for nomination to the Board. We may employ such third parties on similar or other terms in the future.

A copy of our Guidelines on Governance is available on our Web site at *www.ventasreit.com*. In addition, we will provide a copy of the Guidelines on Governance, without charge, upon request to Ventas, Inc., 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223, Attention: Corporate Secretary.

Code of Ethics and Business Conduct

We have adopted a Code of Ethics and Business Conduct that applies to all of our directors and employees, including the Chief Executive Officer and all senior financial officers, such as the Chief Financial Officer and the Controller, as required by the Sarbanes-Oxley Act, as well as all of the directors and officers of our subsidiaries.

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A copy of the Code of Ethics and Business Conduct is available on our Web site at *www.ventasreit.com*. In addition, we will provide a copy of the Code of Ethics and Business Conduct, without charge, upon request to Ventas, Inc., 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223, Attention: Corporate Secretary. Waivers from, and amendments to, the Code of Ethics and Business Conduct that apply to our Chief Executive Officer, Chief Financial Officer or persons performing similar functions will be timely posted on our Web site at *www.ventasreit.com*.

Non-Employee Director Compensation

The following table sets forth the compensation awarded or paid to, or earned by, our non-employee directors during 2006:

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)	Option Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Douglas Crocker II	$ 92,678	$ 51,722	$ 15,181				$ 159,581
Ronald G. Geary	60,178	51,722	15,181				127,081
Jay M. Gellert	59,178	51,722	15,181				126,081
Christopher T. Hannon	62,678	70,633	15,181				148,492
Sheli Z. Rosenberg	63,678	51,722	15,181				130,581
Thomas C. Theobald	63,678	51,722	15,181				130,581

(1) The amounts shown in this column reflect annual retainer and meeting fees described below under Cash Compensation. With respect to Mr. Crocker, includes $25,000 paid for service as the Presiding Director. Directors may elect to defer receipt of, or take in the form of equity, all or a portion of their retainer and meeting fees as described below under Cash Compensation.

(2) The amounts shown in this column reflect the stock-based compensation expense recognized for financial statement reporting purposes in 2006 in accordance with Financial Accounting Standards Board Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment* (SFAS No. 123(R)), for shares of restricted stock or restricted stock units granted to the directors. See Note 10 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2006 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to SFAS No. 123(R). The grant date fair value of restricted stock or restricted stock units granted to each non-employee director in 2006 was $56,035.

As of December 31, 2006, the aggregate fair market value of shares of restricted stock and restricted stock units held by the non-employee directors, excluding restricted stock units received in lieu of retainer and meeting fees (based on the closing price of $42.32 of our Common Stock on December 29, 2006, the last trading day of the fiscal year), was as follows:

Mr. Crocker	$1,224,741 (28,940 shares)
Mr. Geary	$ 304,958 (7,206 shares)
Mr. Gellert	$ 222,180 (5,250 shares)
Mr. Hannon	$ 232,760 (5,500 shares)
Ms. Rosenberg	$ 222,180 (5,250 shares)
Mr. Theobald	$ 222,180 (5,250 shares)

Directors are generally entitled to dividends paid on shares of restricted stock and dividend equivalents on restricted stock units.

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(3) The amounts shown in this column reflect the stock-based compensation expense recognized for financial statement reporting purposes in 2006 in accordance with SFAS No. 123(R) for stock options granted to the directors. See Note 10 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2006 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to SFAS No. 123(R). The grant date fair value of options granted to each non-employee director in 2006 was $16,000.

As of December 31, 2006, the aggregate fair market value of shares underlying options held by the non-employee directors (based on the closing price of $42.32 of our Common Stock on December 29, 2006, the last trading day of the fiscal year) was as follows:

Mr. Crocker	$2,116,000 (50,000 shares)
Mr. Geary	$2,116,000 (50,000 shares)
Mr. Gellert	$1,481,200 (35,000 shares)
Mr. Hannon	$ 423,200 (10,000 shares)
Ms. Rosenberg	$1,481,200 (35,000 shares)
Mr. Theobald	$1,058,000 (25,000 shares)

Cash Compensation

The cash compensation paid to, or earned by, our non-employee directors is comprised of two components: (i) an annual retainer and (ii) Board and committee meeting fees.

Annual Retainer. Effective May 19, 2006, each non-employee director receives a $10,000 retainer for each calendar quarter in which he or she serves as a director. Prior to that date, the quarterly retainer was $7,500. The Presiding Director receives an additional $6,250 retainer for each calendar quarter served.

Meeting Fees. Each non-employee director receives $1,500 for each board meeting (including telephonic meetings, unless the meeting is ten minutes or less) and $1,000 for each committee meeting he or she attends.

Pursuant to our Nonemployee Director Deferred Stock Compensation Plan (the Director Deferred Compensation Plan), non-employee directors may elect to defer receipt of all or a portion of their retainer and meeting fees. Deferred fees are credited to each participating director in the form of restricted stock units, based on the fair market value of our Common Stock on the deferral date. At the election of the participating director, dividend equivalents on the restricted stock units are paid either in additional units or cash. After a participating director ceases to serve on our Board, or at such later time as he or she has previously designated, the director s stock unit account is settled in whole shares of Common Stock on a one-for-one basis and distributed either in one lump sum or in installments over a period of not more than ten years, at the director s election. Fractional stock units are paid out in cash.

Pursuant to our Common Stock Purchase Plan for Directors, non-employee directors may also elect to receive all or a portion of their retainer and meeting fees in the form of shares of Common Stock. Shares are paid directly to participating directors based on the fair market value of our Common Stock on the date on which the fees are scheduled to be paid.

Equity-Based Compensation

The equity-based compensation paid to our non-employee directors consists of shares of restricted stock or restricted stock units, at the director s election, and stock options.

Restricted Stock/Restricted Stock Units. Upon initial election or appointment to the board, each non-employee director receives a grant of 2,000 shares of restricted stock or restricted stock units, in his or her

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discretion, pursuant to the 2006 Stock Plan for Directors. In addition, beginning in 2007, on January 1 of each year, each non-employee director who is serving on such date receives a grant of shares of restricted stock or restricted stock units, in his or her discretion, having an aggregate value equal to $90,000 minus the value of the same-day grant of options to purchase 5,000 shares of common stock (described below), pursuant to the 2006 Stock Plan for Directors. Previously, each director received a grant of 1,750 shares of restricted stock or restricted stock units on each January 1 that he or she served on our Board.

Stock Options. Upon initial election or appointment to the board, each non-employee director receives a grant of options to purchase 10,000 shares of common stock, having an exercise price equal to the fair market value on the date of grant, pursuant to the 2006 Stock Plan for Directors. In addition, on January 1 of each year, each non-employee director who is serving on such date receives a grant of options to purchase 5,000 shares of common stock, having an exercise price equal to the fair market value on the date of grant, pursuant to the 2006 Stock Plan for Directors.

Reimbursement of Expenses

We reimburse each non-employee director for travel and other expenses associated with attending board and committee meetings, director education programs and other board-related activities.

Minimum Stock Ownership Guidelines

On May 19, 2006, we adopted minimum share ownership guidelines for our non-employee directors. Under these guidelines, each non-employee director is required to maintain a minimum number of shares of common stock equal to the number of shares granted by us to the non-employee director as compensation during the 36 calendar month period immediately preceding the test date, minus any shares forfeited by the director to pay taxes on such shares under our share withholding program. Each non-employee director s compliance with the guidelines is reviewed on July 1 of each year. Each non-employee director has three years from the date that he or she first becomes subject to the guidelines to satisfy the minimum ownership guidelines.

EXECUTIVE OFFICERS

Set forth below is certain biographical information concerning each of our current executive officers. Ages shown for all executive officers are as of March 31, 2007.

Name	Age	Position
Debra A. Cafaro	49	Chairman of the Board, President and Chief Executive Officer
Richard A. Schweinhart	57	Executive Vice President and Chief Financial Officer
Raymond J. Lewis	42	Executive Vice President and Chief Investment Officer
T. Richard Riney	49	Executive Vice President, Chief Administrative Officer, General Counsel and Corporate Secretary

Debra A. Cafaro. Ms. Cafaro s biographical information is set forth above under Proposal 1: Election of Directors.

Richard A. Schweinhart. Mr. Schweinhart joined us as our Senior Vice President and Chief Financial Officer in December 2002, after serving as a full-time consultant to Ventas from May to November 2002, and was promoted to Executive Vice President in January 2006. Previously, Mr. Schweinhart was Senior Vice President and Chief Financial Officer for Kindred Healthcare, Inc., where he was responsible for all financial aspects of the company, including accounting, finance, purchasing, insurance, tax, reimbursement and internal control. Prior to that, Mr. Schweinhart was a Senior Vice President of Finance for Columbia/HCA Healthcare Corporation (Columbia), Chief Financial Officer at Galen Health Care, Inc. (a spin off of Humana

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Inc. (Humana)) prior to its acquisition by Columbia and a Senior Vice President of Finance at Humana. He is a Certified Public Accountant and serves on the board of directors of Health Enterprises Network of Louisville.

Raymond J. Lewis. Mr. Lewis joined us as our Senior Vice President and Chief Investment Officer in October 2002 and was promoted to Executive Vice President in January 2006. Previously, Mr. Lewis was managing director of business development for GE Capital Healthcare Financial Services, a division of General Electric Capital Corporation (GECC), which is a subsidiary of General Electric Corporation, where he led a team focused on mergers and portfolio acquisitions of healthcare assets. Prior to that, Mr. Lewis was Executive Vice President of healthcare finance for Heller Financial, Inc. (acquired by GECC in 2001), where he had primary responsibility for healthcare lending. Mr. Lewis has served on the board of directors of the Assisted Living Federation of America and as Chairman and a director of the National Investment Center for the Seniors Housing & Care Industry (NIC). He is currently a member of the executive board of the American Seniors Housing Association.

T. Richard Riney. Mr. Riney has served as our Executive Vice President, General Counsel and Corporate Secretary since May 1998 and was also designated our Chief Administrative Officer in February 2007. Previously, he served as Transactions Counsel of Vencor, Inc. (Ventas s predecessor). Prior to that, Mr. Riney was a partner of Hirn, Reed & Harper, a law firm based in Louisville, Kentucky, where his areas of concentration were real estate and corporate finance. Mr. Riney is a member of NAREIT.

SECURITY OWNERSHIP OF PRINCIPAL STOCKHOLDERS,

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth certain information with respect to the beneficial ownership of Common Stock as of March 19, 2007 (except as otherwise noted) by (i) each person known to us to be the beneficial owner of more than 5% of the outstanding Common Stock, (ii) each of our directors and director-nominees, (iii) each of our Named Executive Officers (defined below) and (iv) all of our directors and executive officers, as a group.

Name of Beneficial Owner	Common Stock Beneficially Owned (1)(2)	Percent of Class (1)
Debra A. Cafaro	1,082,321(3)(4)	1.01%
Douglas Crocker II	104,951(3)(5)	*
Ronald G. Geary	63,899(3)(5)	*
Jay M. Gellert	60,477(3)(5)	*
Christopher T. Hannon	19,626(3)	*
Sheli Z. Rosenberg	58,256(3)(5)	*
Thomas C. Theobald	46,081(3)(5)(6)	*
Richard A. Schweinhart	175,203(3)(7)	*
Raymond J. Lewis	185,661(3)	*
T. Richard Riney	357,117(3)(8)	*
All directors and executive officers as a group (10 persons)	2,153,592	2.03%
AMVESCAP PLC 30 Finsbury Square London EC2A 1AG England	5,659,717(9)	5.32%
Cohen & Steers, Inc. Cohen & Steers Capital Management, Inc. 280 Park Avenue 10th Floor	9,958,416(10)	9.37%

New York, NY 10017

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Name of Beneficial Owner	Common Stock Beneficially Owned (1)(2)	Percent of Class (1)
ING Groep N.V. Amstelveenseweg 500 1081 KL Amsterdam The Netherlands	6,033,309(11)	5.68%
Wellington Management Company 75 State Street Boston, MA 02109	5,250,811(12)	4.94%

* Less than 1%

(1) Beneficial ownership of shares for purposes of this Proxy Statement, as determined in accordance with applicable rules of the Commission, includes shares as to which a person has or shares voting power and/or investment power (whether or not vested). Each named person is deemed to be the beneficial owner of securities which may be acquired within sixty days of March 19, 2007 through the exercise of options, warrants or rights, if any, and such securities are deemed to be outstanding for the purpose of computing the percentage of the class beneficially owned by such person; however, any such shares are not deemed to be outstanding for the purpose of computing the percentage of the class beneficially owned by any other person. Percentages are based on 106,310,070 shares of Common Stock outstanding on March 19, 2007.

(2) Except as set forth in the accompanying footnotes, the named persons have sole voting power and sole investment power over the shares beneficially owned by them. The number of shares shown does not include the interest of certain persons in shares held by family members in their own right.

(3) Includes the following number of shares of Common Stock which the respective directors, director-nominees and Named Executive Officers have or will have the right to acquire pursuant to options exercisable as of or within 60 days after March 19, 2007: Debra A. Cafaro, 338,693; Douglas Crocker II, 52,500; Ronald G. Geary, 52,500; Jay M. Gellert, 37,500; Christopher T. Hannon, 12,500; Sheli Z. Rosenberg, 37,500; Thomas C. Theobald, 27,500; Richard A. Schweinhart, 127,436; Raymond J. Lewis, 150,635; and T. Richard Riney, 61,499.

(4) Includes 5,000 shares held in trust for the benefit of Ms. Cafaro s immediate family, as to which Ms. Cafaro s husband is the trustee. Ms. Cafaro has no voting power over these 5,000 shares. Ms. Cafaro has pledged 476,188 shares to secure the Cafaro Tax Loans (defined below).

(5) Includes the following number of restricted stock units held by the respective directors: Douglas Crocker II, 10,031; Ronald G. Geary, 2,098; Jay M. Gellert, 7,470; Sheli Z. Rosenberg, 3,481; and Thomas C. Theobald, 8,046.

(6) Includes 2,000 shares held in trust for the benefit of Mr. Theobald s son, as to which Mr. Theobald is the trustee.

(7) Includes 805 shares held in Mr. Schweinhart s IRA. Excludes 800 shares held in Mr. Schweinhart s wife s IRA. Mr. Schweinhart has shared voting power and shared investment power over 10,000 shares of Common Stock.

(8) Includes 1,300 shares held in Mr. Riney s IRA.

(9) Based solely on information contained in a Schedule 13G filed by AMVESCAP PLC (AMVESCAP) on February 14, 2007. AMVESCAP has sole voting power and dispositive over 5,659,717 shares of Common Stock. AMVESCAP is the parent holding company of Atlantic Trust Company, N.A., INVESCO Asset Management Deutschland GmbH, INVESCO Institutional (N.A.), Inc., Stein Roe Investment Counsel, Inc. and PowerShares Capital Management, LLC, each an investment advisor registered under Section 203 of the Investment Advisers Act.

(10) Based solely on information contained in a Schedule 13G/A filed jointly by Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. (collectively, Cohen & Steers) on February 13, 2007. Cohen &

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Steers has sole voting power over 9,652,112 shares of Common Stock and sole dispositive power over 9,958,416 shares of Common Stock. Cohen & Steers Capital Management, Inc. is an investment advisor registered under Section 203 of the Investment Advisers Act and a wholly owned subsidiary of Cohen & Steers, Inc. On June 24, 2003, the Board granted a limited waiver (the Waiver) from the 9.0% ownership limitation provisions of Article XII of our Certificate of Incorporation to Cohen & Steers. Under the Waiver, Cohen & Steers may beneficially own, in the aggregate, up to 14.0%, in number of shares or value, of the Common Stock.

(11) Based solely on information contained in a Schedule 13G filed by ING Groep N.V. (ING) on February 14, 2007. ING has sole voting and dispositive power over 6,033,309 shares of Common Stock, including 5,014,720 shares held by indirect subsidiaries of ING in their role as discretionary manager of client portfolios and 29,430 shares held by indirect subsidiaries of ING in their role as trustee. Amount excludes 164,259 custodian shares.

(12) Based solely on information contained in a Schedule 13G/A filed by Wellington Management Company, LLP (Wellington Management) on February 14, 2007. In its Schedule 13G/A, Wellington Management reported that it was the beneficial owner of 5.04% of our Common Stock at December 31, 2006 based on the number of shares outstanding on that date. Wellington Management has shared voting power over 4,313,511 shares of Common Stock and shared dispositive power over 5,250,811 shares of Common Stock. Wellington Management is an investment adviser registered under Section 203 of the Investment Advisers Act.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), requires our directors and officers and persons who own more than 10% of the Common Stock to file reports of beneficial ownership and changes in such ownership with the Commission. Based solely on a review of the copies of such reports furnished to us and on written representations from certain reporting persons that no Form 5 was required for any such persons, we believe that during 2006 all officers, directors and persons who own more than 10% of the Common Stock complied with all applicable Section 16(a) filing requirements.

TRANSACTIONS WITH RELATED PERSONS

Our Board of Directors has adopted an unwritten policy requiring that any transaction between us and any of our officers, directors or their affiliates be approved by the disinterested members of the Board and be on terms no less favorable to us than those available from unaffiliated parties. In addition, our Audit Committee charter provides that any such transaction and all other conflict of interest or similar matters involving any of our officers or directors must also be reviewed by the Audit Committee. Pursuant to our Conflicts of Interest Policy, officers and directors must disclose in writing to our General Counsel, who will review the matter with the Presiding Director, any existing or proposed transaction in which he or she has a personal interest, or in which there is or might appear to be a conflict of interest by reason of his or her connection to another business organization, and must refrain from voting on any such transaction.

Transactions with ResCare

On October 15, 1998, we acquired eight personal care facilities and related facilities for approximately $7.1 million from Tangram Rehabilitation Services, Inc. (Tangram), a wholly owned subsidiary of ResCare, of which Mr. Geary is Chairman and also served as President and Chief Executive Officer until June 2006. The purchase price for the Tangram facilities was determined by an appraisal conducted by Graham & Associates, Inc., San Marcos, Texas, a certified General Real Estate Appraiser for the State of Texas. We lease the Tangram facilities to Tangram pursuant to a Master Lease Agreement, which is guaranteed by ResCare. During 2006, Tangram paid us approximately $897,000 in base rent payments. We believe that the terms of the Master Lease Agreement represent market rates.

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Cafaro Tax Loans

Under the terms of the Ms. Cafaro s previous employment agreement, we made loans to Ms. Cafaro (the Cafaro Tax Loans) in the aggregate principal amounts of $67,250 in 1999, $184,551 in 2000, $593,893 in 2001 and $870,759 in 2002 to pay all federal, state, local and other taxes payable upon the vesting of restricted stock awards previously granted to her. Due to current interpretations of the Sarbanes-Oxley Act, since 2002 we have not made, and we will not be making, further tax loans to Ms. Cafaro. The principal amount of all of the Cafaro Tax Loans is payable on March 5, 2009. The Cafaro Tax Loans bear interest at the lowest applicable federal rate on the date incurred. Interest on the Cafaro Tax Loans is payable annually out of and only to the extent of dividends from the vested restricted stock. Ms. Cafaro has paid interest on the Cafaro Tax Loans through December 31, 2006. Each Cafaro Tax Loan is secured by a pledge of all of the restricted shares to which such Cafaro Tax Loan relates (a total of 476,188 shares), and the Cafaro Tax Loans are otherwise non-recourse to Ms. Cafaro. The Cafaro Tax Loans are to be forgiven in the event of a change of control of Ventas, Ms. Cafaro s death or disability or termination of her employment by us other than for cause or by her for good reason. If any Cafaro Tax Loan or its forgiveness results in taxable income to Ms. Cafaro, we are required to pay to Ms. Cafaro an amount sufficient for the payment of all taxes relative to the loan or its forgiveness.

EXECUTIVE COMPENSATION MATTERS

[To be included in Definitive Proxy Statement]

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes information with respect to our equity compensation plans as of December 31, 2006:

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by stockholders (1)	1,118,051	$ 24.27	8,373,727
Equity compensation plans not approved by stockholders (2)	18,924	N/A	1,145,354
Total	1,136,975	$ 24.27	9,519,081

(1) These plans consist of (i) the 1987 Incentive Compensation Program (Employee Plan); (ii) the TheraTx, Incorporated 1996 Stock Option/Stock Issuance Plan; (iii) the 2000 Incentive Compensation Plan (Employee Plan) (formerly known as the 1997 Incentive Compensation Plan); (iv) the 2004 Stock Plan for Directors (which amended and restated the 2000 Stock Option Plan for Directors (formerly known as the 1997 Stock Option Plan for Non-Employee Directors)); (v) the Employee and Director Stock Purchase Plan; (vi) the 2006 Incentive Plan; and (vii) the 2006 Stock Plan for Directors.

(2) These plans consist of (i) the Common Stock Purchase Plan for Directors, under which our non-employee directors may receive Common Stock in lieu of directors fees, (ii) the Director Deferred Compensation Plan, under which our non-employee directors may receive units convertible on a one-for-one basis into Common Stock in lieu of director fees, and (iii) the Executive Deferred Stock Compensation Plan, under which our executive officers may receive units convertible on a one-for-one basis into Common Stock in lieu of compensation.

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PROPOSAL 2:

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

FOR FISCAL YEAR 2007

The Audit Committee has appointed Ernst & Young as our independent registered public accounting firm for fiscal year 2007. Ernst & Young will examine our financial statements for fiscal year 2007. Although not required by our Third Amended and Restated Bylaws or otherwise, the Audit Committee and the Board believe it is appropriate, as a matter of good corporate practice, to request that stockholders ratify the appointment of Ernst & Young as our independent registered public accounting firm for 2007. If the stockholders do not ratify this appointment, the Audit Committee will reconsider the appointment and may retain another independent registered public accounting firm without resubmitting the matter to the stockholders. Even if the stockholders vote on an advisory basis in favor of the appointment, the Audit Committee may, in its discretion, direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our best interests and those of our stockholders. One or more members of Ernst & Young are expected to be present at the Annual Meeting, will have the opportunity to make a statement if they so desire and are expected to be available to respond to appropriate questions.

Ratification of the appointment of Ernst & Young as our independent registered public accounting firm requires the affirmative vote of the holders of the majority of the shares represented at the Annual Meeting, in person or by proxy, and entitled to vote.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2007.

AUDIT MATTERS

Audit Committee Report

The Audit Committee oversees Ventas s financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements for the year ended December 31, 2006 with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee reviewed with the independent registered public accounting firm, who is responsible for expressing an opinion on the conformity of those audited financial statements with accounting principles generally accepted in the United States, its judgments as to the quality, not just the acceptability, of Ventas s accounting principles and such other matters as are required to be discussed with the Audit Committee under generally accepted auditing standards, including SAS 61 (Statement of Auditing Standards, AU 380 *Communication with Audit Committee*). Ventas s independent registered public accounting firm also provided to the Audit Committee the written disclosures required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees). In addition, the Audit Committee has discussed with the independent registered public accounting firm the firm s independence from management and Ventas, including the matters in the written disclosures required by the Independence Standards Board. The Audit Committee has also considered the compatibility of non-audit services with the firm s independence.

The Audit Committee discussed with the independent registered public accounting firm the overall scope and plans for its audit. The Audit Committee meets with the independent registered public accounting firm, with and without management present, to discuss the results of its examination, its evaluations of Ventas s internal controls, and the overall quality of Ventas s financial reporting.

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In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board that the audited financial statements be included in Ventas s Annual Report on Form 10-K for the year ended December 31, 2006 for filing with the Commission. The Audit Committee and the Board have also recommended, subject to stockholder approval, the appointment of Ventas s independent registered public accounting firm.

The foregoing report of the Audit Committee shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act or the Exchange Act, and shall not otherwise be deemed filed under such Acts except to the extent that Ventas specifically incorporates this information by reference.

AUDIT COMMITTEE

Christopher T. Hannon, Chair

Douglas Crocker II, Member

Ronald G. Geary, Member

Policy on Pre-Approval of Audit and Permissible Non-Audit Services

The Audit Committee has implemented pre-approval policies related to the provision of both audit and non-audit services performed by our independent registered public accounting firm in order to assure that the provision of such services and related fees not impair the firm s independence. Under these procedures, the annual audit services and related fees of the independent registered public accounting firm are subject to the specific approval of the Audit Committee. The independent registered public accounting firm must provide the Audit Committee with an engagement letter prior to or during the first calendar quarter of each calendar year outlining the scope of the audit services proposed to be performed during the applicable calendar year and the proposed fees for such audit services. If agreed to by the Audit Committee, the engagement letter will be formally accepted by the Audit Committee as evidenced by the execution of the engagement letter by the Chair of the Audit Committee. The Audit Committee approves, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, company structure or other matters.

Also under these procedures, the Audit Committee may grant pre-approval for those permissible non-audit services that it believes are services that would not impair the independence of the independent registered public accounting firm. The Audit Committee may not grant approval for any services categorized as Prohibited Non-Audit Services by the Commission. Certain non-audit services have been pre-approved by the Audit Committee, and all other non-audit services must be separately approved by the Audit Committee. To obtain approval of other permissible non-audit services, management must submit to the Audit Committee those non-audit services for which it recommends the Audit Committee engage the independent registered public accounting firm. Management and the independent registered public accounting firm must each confirm to the Audit Committee that each non-audit service for which approval is requested is not a Prohibited Non-Audit Service. The term of any pre-approved non-audit service is 12 months from the date of pre-approval, unless the Audit Committee specifically provides for a different period. Fee levels for all non-audit services to be provided by the independent registered public accounting firm are established periodically by the Audit Committee. Any proposed services exceeding these levels require separate pre-approval by the Audit Committee. With respect to each proposed pre-approved non-audit service, the independent registered public accounting firm, as necessary, must provide detailed back-up documentation to the Audit Committee regarding the particular service to be provided.

At each regularly scheduled Audit Committee meeting, our management and the independent registered public accounting firm report on the non-audit services provided by the independent registered public accounting firm pursuant to the pre-approval process during the quarter and year-to-date and the fees incurred for such services during the periods. Our Chief Accounting Officer and Controller is responsible for tracking all independent registered public accounting firm fees for pre-approved non-audit services.

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Independent Registered Public Accounting Firm s Fees

Ernst & Young audited our financial statements for the year ended December 31, 2006 and has been our independent registered public accounting firm since May 1998. Fees billed by Ernst & Young for the years ended December 31, 2006 and 2005 were as follows:

	2006	2005
Audit Fees (1)	$ 471,300	$ 703,900
Audit-Related Fees (2)	35,500	
Tax Fees (3)	240,642	29,784
All Other Fees (4)		
Total	$ 747,442	$ 733,684

(1) The category of Audit Fees includes the aggregate fees billed for professional services rendered by Ernst & Young for the audit of our annual consolidated financial statements (including debt covenant compliance letters), audit of internal control over financial reporting estimate, review of interim financial statements included in our Quarterly Reports on Form 10-Q for such fiscal year, audit of annual financial statements and review of interim financial statements of ElderTrust Operating Limited Partnership, advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements and work on securities and other filings with the Commission, including comfort letters, consents and comment letters.

(2) The category of Audit-Related Fees consists principally of audits and consultations in connection with acquisitions.

(3) The category of Tax Fees consists principally of reviews of tax returns and advice on tax-planning matters primarily related to acquisitions.

(4) With respect to the category of All Other Fees, we did not incur fees except as indicated in the above categories.

All audit-related services, tax services and other services were pre-approved by the Audit Committee in accordance with the Audit Committee s pre-approval policies described above. The Audit Committee determined that the provision of these services by Ernst & Young did not compromise Ernst & Young s independence and was consistent with its role as our independent registered public accounting firm.

PROPOSAL 3:

APPROVAL OF AN AMENDMENT TO OUR CERTIFICATE OF

INCORPORATION TO INCREASE OUR AUTHORIZED COMMON STOCK

The Board has approved and adopted resolutions proposing, declaring advisable and in our best interests and the best interests of our stockholders and recommending to stockholders for approval an amendment to our Certificate of Incorporation to increase the number of authorized shares of Common Stock from 180,000,000 to 300,000,000.

An increase in the authorized number of shares of Common Stock will provide us with the flexibility to engage in future corporate transactions, such as financings, investment opportunities, acquisitions of other companies, stock dividends or splits, restricted stock and stock option grants or other corporate purposes determined by the Board to be advisable. The availability of additional authorized shares for issuance from time to time in the Board s discretion is desirable in order to avoid repeated separate amendments to our Certificate of Incorporation and the delay and expense incurred in holding special meetings of the stockholders to approve such amendments. We currently have no specific plans, arrangements or agreements relating to an issuance of

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additional shares of Common Stock. A vote to increase the number of authorized shares of Common Stock, though, will provide us with the flexibility for future activities required to support our business plan. If the proposal is approved, the shares will only be authorized and not immediately issued.

We will not solicit further authorization by vote of the stockholders for the issuance of the additional shares of Common Stock proposed to be authorized, except as required by law, regulatory authorities or any stock exchange on which our shares may then be listed. The issuance of additional shares of Common Stock could have the effect of diluting existing stockholder earnings per share, book value per share and voting power. Our stockholders do not have any preemptive right to purchase or subscribe for any part of any new or additional issuance of our securities.

The text of the proposed amendment under Proposal 3 is attached to this Proxy Statement as **Annex A**. In addition, if stockholders approve the proposal, we will make various ministerial changes to our Certificate of Incorporation to correct typographical errors, article references and other similar items not requiring stockholder approval.

Following stockholder approval of Proposal 3, we will file an Amended and Restated Certificate of Incorporation reflecting the increase in our authorized Common Stock and the various ministerial changes with the Delaware Secretary of State. The Amended and Restated Certificate of Incorporation will become effective upon filing in accordance with Delaware law.

Approval of the amendment to our Certificate of Incorporation to increase our authorized Common Stock requires the affirmative vote of the holders of a majority of the outstanding shares of Common Stock entitled to vote.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF THE AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCREASE OUR AUTHORIZED COMMON STOCK.

PROPOSAL 4:

APPROVAL OF AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCLUDE CERTAIN PROVISIONS LIMITING THE CONSTRUCTIVE OWNERSHIP OF OUR CAPITAL STOCK IN ORDER TO PROVIDE FURTHER ASSURANCES FOR OUR CONTINUED COMPLIANCE AS A QUALIFIED REAL ESTATE INVESTMENT TRUST UNDER U.S. FEDERAL INCOME TAX LAW

The Board has approved and adopted resolutions proposing, declaring advisable and in our best interests and the best interests of our stockholders and recommending to the stockholders for approval an amendment to our Certificate of Incorporation to include certain provisions limiting the constructive ownership of our capital stock in order to provide further assurances for our continued compliance as a qualified REIT under U.S. federal income tax law. These provisions are intended to provide further assurances of our status as a REIT and relate to a purported stock transfer or other event that would otherwise cause rents received by us to fail to qualify as good rental income for REIT qualification purposes. However, these provisions, like other transfer restrictions and other limitations on ownership necessary for us to preserve our status as a REIT already contained in our Certificate of Incorporation, could delay, defer or prevent certain transactions in or a change in control of our company.

The text of the proposed amendment under Proposal 4 is attached to this Proxy Statement as **Annex B**. In addition, if stockholders approve the proposal, we will make various ministerial changes to our Certificate of Incorporation to correct typographical errors, article references and other similar items not requiring stockholder approval.

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Following stockholder approval of Proposal 4, we will file an Amended and Restated Certificate of Incorporation reflecting the provisions limiting the constructive ownership of our capital stock in order to provide further assurances for our continued compliance as a qualified REIT under U.S. federal income tax law and the various ministerial changes with the Delaware Secretary of State. The Amended and Restated Certificate of Incorporation will become effective upon filing in accordance with Delaware law.

The full text of the proposed Amended and Restated Certificate of Incorporation, assuming stockholders approve both Proposals 3 and 4, is attached to this Proxy Statement as **Annex C** and has been marked to show all changes from our existing Certificate of Incorporation.

Approval of the amendment to our Certificate of Incorporation to include certain provisions limiting the constructive ownership of our capital stock in order to provide further assurances for our continued compliance as a qualified real estate investment trust under U.S. federal income tax law requires the affirmative vote of a majority of the outstanding shares of Common Stock entitled to vote.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF THE AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCLUDE CERTAIN PROVISIONS LIMITING THE CONSTRUCTIVE OWNERSHIP OF OUR CAPITAL STOCK IN ORDER TO PROVIDE FURTHER ASSURANCES FOR OUR CONTINUED COMPLIANCE AS A QUALIFIED REAL ESTATE INVESTMENT TRUST UNDER U.S. FEDERAL INCOME TAX LAW.

STOCKHOLDER PROPOSALS FOR THE 2008 ANNUAL MEETING OF STOCKHOLDERS

Any stockholder proposal intended to be presented at the 2008 Annual Meeting of Stockholders must be received by our Corporate Secretary by December , 2007 and meet the requirements of our bylaws and Rule 14a-8 under the Exchange Act in order to be considered for inclusion in our proxy materials for that meeting.

According to our bylaws, a stockholder proposal, including stockholder recommendations regarding director nominations, must meet certain requirements described in the bylaws and may only be acted upon at an annual meeting of stockholders if the stockholder gives timely notice to us of such proposal (at least 60 but not more than 90 days before such annual meeting); *provided*, *however*, that if we give less than 70 days notice or prior public disclosure of the date of the annual meeting, notice by the stockholder must be given to us not later than the tenth day following the earlier of the date on which such notice of the meeting was mailed or the date on which such public disclosure was made. The persons appointed as proxies for the 2008 Annual Meeting will have discretionary voting authority with respect to any stockholder proposal, including any director nomination, that is submitted to us otherwise than in conformity with such requirements of our bylaws.

OTHER MATTERS

The only matters to be considered at the Annual Meeting or any adjournment thereof, so far as known to the Board of Directors, are those set forth in the Notice of Meeting and routine matters incident to the conduct of the Annual Meeting. However, if any other matters should properly come before the Annual Meeting or any adjournment thereof, the persons named in the accompanying form of proxy, or their substitutes, will have discretionary voting authority with respect to any stockholder proposal that is submitted to us otherwise than in conformity with the requirements of our bylaws.

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ADDITIONAL INFORMATION

A copy of our 2006 Annual Report to stockholders accompanies this Proxy Statement. Stockholders may obtain a copy of our Annual Report on Form 10-K for the year ended December 31, 2006, excluding exhibits, without charge, upon request to Ventas, Inc., 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223, Attention: Corporate Secretary. Copies of the exhibits to our Annual Report on Form 10-K will be provided to any requesting stockholder, *provided* that such stockholder agrees to reimburse us for our reasonable costs to provide those exhibits.

By Order of the Board of Directors,

Debra A. Cafaro

Chairman of the Board, Chief Executive Officer and President

Louisville, Kentucky

April , 2007

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ANNEX A

TEXT OF PROPOSED AMENDMENT TO CERTIFICATE OF INCORPORATION

UNDER PROPOSAL 3

The first sentence of Article IV of the Certificate of Incorporation will be amended and restated in its entirety to read as follows:

The total number of shares of stock that the Corporation shall have authority to issue is 310,000,000 shares, of which 300,000,000 shall be shares of common stock, having a par value of twenty-five cents per share (the Common Shares), and 10,000,000 shall be shares of preferred stock, having a par value of one dollar per share (the Preferred Shares).

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ANNEX B

TEXT OF PROPOSED AMENDMENT TO CERTIFICATE OF INCORPORATION

UNDER PROPOSAL 4

There will be added a new Article X to the Certificate of Incorporation that will read as follows:

ARTICLE X

Restrictions on Constructive Ownership Relating to REIT Status

A. (1) ***Definitions***. For the purposes of this Article X, the following terms shall have the following meanings:

Constructive Ownership shall mean ownership of Shares by a Person, whether the interest in such Shares is held directly or indirectly (including by a nominee), and shall include interests that would be treated as owned though the application of Section 318(a) of the Code, as modified by Section 856(d)(5) of the Code. The terms Constructive Owner , Constructively Owns and Constructively Owned shall have the correlative meanings.

Special Excess Shares shall mean Shares resulting from an event described in Section A.(3) of this Article X.

All other capitalized terms used in this Article X shall have the meanings, and be defined as, set forth in Article IX of this Certificate of Incorporation.

(2) ***Restrictions on Constructive Ownership.*** Except as provided in Section A.(4) of this Article X, from the Adoption Date and prior to the Ownership Limitation Termination Date, no Person shall Constructively Own any Shares to the extent that such Constructive Ownership would cause any income of the Corporation that would otherwise qualify as rents from real property for purposes of Section 856(d) of the Code to fail to qualify as such, and any Transfer that, if effective, would cause any income of the Corporation that would otherwise qualify as rents from real property for purposes of Section 856(d) of the Code to fail to qualify as such shall be void ab initio as to the Transfer of such Shares which would cause any income of the Corporation that would otherwise qualify as rents from real property for purposes of Section 856(d) of the Code to fail to qualify as such; and the intended transferee shall acquire no rights in such Shares.

(3) ***Designation of Special Excess Shares.*** If, notwithstanding the other provisions contained in this Article X or in Article IX, at any time from the Adoption Date and prior to the Ownership Limitation Termination Date, there is a purported Transfer or other event (including an event described in Section A.(3)(a) through (g) of Article IX) which would, if effective, result in any Person Constructively Owning Shares in violation of Section A.(2) of this Article X, then, except as provided in Section A.(12) of Article IX, such number of Shares (rounded up to the nearest whole Share) in excess of the greatest amount of Shares as would not result in a violation of Section A.(2) of this Article X shall be automatically designated as Special Excess Shares. Such designation shall be effective as of the close of business on the business day prior to the date of such purported Transfer or other event. In determining which Shares are designated as Special Excess Shares, Shares of the relevant class directly or indirectly owned (including by a nominee) by the Person prior to (or as a result of) the purported Transfer or other event shall be treated as designated as Special Excess Shares before any Shares that would be treated as owned though the application of Section 318(a) of the Code, as modified by Section 856(d)(5) of the Code, by the Person are so treated. Shares designated as Special Excess Shares pursuant to this Article X shall be treated as shares that were converted to Excess Shares pursuant to and for purposes of Article IX.

(4) ***Exceptions***. The Board of Directors, with a ruling from the Internal Revenue Service or an opinion of counsel that such exemption will not cause the Corporation to fail to qualify as a REIT or such other evidence or documents as the Board of Directors deems appropriate, may exempt a Person from the application of this Article X if the Board of Directors obtains such representations and undertakings from such Persons as the Board of

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Directors determines are reasonably necessary, and such Person agrees that any violation or attempted violation of such representations or undertakings will result in, to the extent necessary, the designation of Shares held by such Person as Special Excess Shares in accordance with this Article X.

B. ***Severability***. If any provision of this Article X or any application of any such provision is determined to be invalid by any Federal or state court having jurisdiction over the issues, the validity of the remaining provisions shall not be affected and other applications of such provision shall be affected only to the extent necessary to comply with the determination of such court.

C. ***New York Stock Exchange Transactions***. Nothing in this Article X shall preclude the settlement of any transaction entered into through the facilities of the New York Stock Exchange. The fact that the settlement of any transaction occurs or takes place shall not negate the effect of any other provision of this Article X and any transferee in such a transaction shall be subject to all of the provisions and limitations set forth in this Article X.

D. ***Ambiguity***. In the case of an ambiguity in the application of any of the provisions of this Article X, including any definition contained in this Article X and any ambiguity with respect to which Shares are to be designated as Special Excess Shares in a given situation or in the treatment of such shares pursuant to Article IX, the Board of Directors shall have the power to determine the application of the provisions of this Article X with respect to any situation based on the facts known to it.

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ANNEX C

VENTAS, INC.

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

Ventas, Inc., a corporation organized and existing under the laws of the State of Delaware (the Corporation), hereby certifies as follows:

FIRST: The name of the Corporation is Ventas, Inc., formerly Vencor, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was June 22, 1987.

SECOND: This Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Corporation s Certificate of Incorporation, as amended.

THIRD: This Amended and Restated Certificate of Incorporation was duly proposed by the Board of Directors of the Corporation and duly adopted by a vote of the stockholders of the Corporation in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

FOURTH: The text of the Corporation s Certificate of Incorporation, as amended, is hereby amended and restated to read as herein set forth in full:

ARTICLE I

Name

The name of the Corporation is Ventas, Inc.

ARTICLE II

Registered Office; Registered Agent

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

Purposes and Powers

The purposes for which the Corporation is organized are to engage in any lawful act or activity for which corporations may be organized under, and to exercise any power that corporations may now or hereafter exercise under, the General Corporation Law of the State of Delaware, including the general business of establishing and operating hospitals and providing acute care and specialized treatment of patients with complex medical or respiratory disorders.

ARTICLE IV

Capital Stock

The total number of shares of stock that the Corporation shall have authority to issue is ~~190,000,000~~**310,000,000** shares, of which ~~180,000,000~~**300,000,000** shall be shares of common stock, having a

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par value of twenty-five cents per share (the Common Shares), and 10,000,000 **shall be** shares of preferred stock, having a par value of one dollar per share (the Preferred Shares). The designations, voting powers and relative rights and preferences of the two classes of shares of stock shall be as set forth below.

A. ***Common Shares.***

1. ***Powers, Rights and Preferences*****.** The Common Shares shall be without distinction as to powers, rights and preferences, and shall have one vote per share on all matters on which shareholders are generally entitled to vote.

2. ***Dividends*****.** After the requirements regarding ~~to~~ preferential dividends on the Preferred Shares (fixed in accordance with the provisions of paragraph B of this Article IV), if any, have been met and after the Corporation has complied with all the requirements, if any, regarding the setting aside of sums as sinking funds or redemption or purchase accounts (fixed in accordance with the provisions of paragraph B of this Article IV) and subject further to any other conditions which may be fixed in accordance with the provisions of paragraph B of this Article IV, then, but not otherwise, the holders of Common Shares shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors.

3. ***Distributions*****.** After distribution in full of the preferential amount (as may be fixed in accordance with the provisions of paragraph B of this Article IV), if any, to be distributed to the holders of Preferred Shares, and subject to any further rights of the holder**s** of Preferred Shares (as may be fixed in accordance with the provisions of paragraph B of this Article IV) to further participate in a liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, the holders of Common Shares shall be entitled to receive, upon the liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, all its remaining assets, tangible and intangible, of whatever kind available for distribution to the shareholders, ratably in proportion to the number of Common Shares held by each.

B. ***Preferred Shares.***

1. ***Issuance by Board Resolution; Series*****.** The Board of Directors of the Corporation shall have authority by resolution to issue from time to time Preferred Shares on such terms as it may determine and for such consideration as fixed by the Board of Directors. The Preferred Shares may be issued in one or more series as may be determined from time to time by the Board of Directors. Each series shall be distinctly designated by number, letter or title. All Preferred Shares of any one series shall be alike in every particular, except that there may be different dates from which dividends thereon, if any, shall be cumulative, if made cumulative. The powers, preferences and relative, participating, optional and other rights of each such series, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

2. ***Preferences and Rights*****.** Subject to the provisions of subparagraph 3 of this paragraph B of Article IV, the Board of Directors of the Corporation is hereby expressly granted authority to fix by resolution or resolutions adopted prior to the issuance of any Preferred Shares of each particular series, the designation, powers, preferences and relative, participating, optional and other rights, and the qualifications, limits and restrictions thereof, if any, of such series, including the following:

(a) The voting rights of which the holders of any series of Preferred Shares are entitled, if any, including the right to vote as a separate class or as one class with the holders of any other series of Preferred Shares or the Common Shares or both;

(b) The distinctive designation of, and the number and class of Preferred Shares which shall constitute the series, which number from time to time may be increased or decreased (but not below the number of shares thereof then outstanding) from time to time by action of the Board of Directors;

(c) The rate and times at which, and the terms and conditions upon which, dividends on the shares of the series will be paid, whether the dividends shall be cumulative or non-cumulative, and if

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cumulative, from what date or dates