

FLAHERTY JAMES F III  
Form 4  
March 18, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FLAHERTY JAMES F III

(Last) (First) (Middle)  
3760 KILROY AIRPORT WAY,  
SUITE 300  
  
(Street)

LONG BEACH, CA 90806

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HCP, INC. [HCP]

3. Date of Earliest Transaction (Month/Day/Year)  
03/15/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 03/15/2009                           |  | F                              |   | 2,928   | D  | \$ 18.065   |
| Common Stock                    |                                      |  |                                |   | 75,000  | I  | by GRAT I (1)   |
| Common Stock                    |                                      |  |                                |   | 75,000  | I  | by GRAT II (2)  |
| Common Stock                    |                                      |  |                                |   | 37,500  | I  | by GRAT III (3)                                       |
| Common Stock                    |                                      |  |                                |   | 37,500  | I  | by GRAT IV (4)  |

|              |       |   |                                   |
|--------------|-------|---|-----------------------------------|
| Common Stock | 2,400 | I | Irrevocable Trust <sup>(5)</sup>  |
| Common Stock | 573   | I | IRA held by spouse <sup>(5)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| FLAHERTY JAMES F III<br>3760 KILROY AIRPORT WAY, SUITE 300<br>LONG BEACH, CA 90806 | X             |           | Chief Executive Officer |       |

## Signatures

Eric J. Stambol, Power of Attorney for James F. Flaherty III  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

03/18/2009  
 \_\_\_\_\_  
 Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were previously reported as directly beneficially owned but are now owned by the James F. Flaherty III 2007 Annuity Trust for which the reporting person is the trustee.

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- (2) These shares were previously reported as directly beneficially owned but are now owned by the Mary H. Flaherty 2007 Annuity Trust for which the reporting person is the trustee.
- (3) These shares were previously reported as directly beneficially owned but are now owned by the James F. Flaherty III 2007 Annuity Trust A for which the reporting person is the trustee.
- (4) These shares were previously reported as directly beneficially owned but are now owned by the Mary H. Flaherty 2007 Annuity Trust A for which the reporting person is the trustee.
- (5) Reporting person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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