

HENNING EDWARD J  
 Form 4  
 May 09, 2011

**FORM 4**

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

OMB APPROVAL

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HENNING EDWARD J**

(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)  
**05/09/2011**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President**

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/09/2011		M	A	\$ 27.52	209,931	D
Common Stock	05/09/2011		M	A	\$ 25.52	295,181	D
Common Stock	05/09/2011		M	A	\$ 27.11	348,211	D
Common Stock	05/09/2011		S	D	\$ 37.64	151,751	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 27.11	05/09/2011		M	53,030	<u>(2)</u>	02/03/2016	Common Stock	53,030
Employee Stock Option	\$ 25.52	05/09/2011		M	85,250	<u>(3)</u>	01/28/2015	Common Stock	85,250
Employee Stock Option	\$ 27.52	05/09/2011		M	58,180	<u>(4)</u>	03/15/2014	Common Stock	58,180

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

HENNING EDWARD J  
3760 KILROY AIRPORT WAY, SUITE 300  
LONG BEACH, CA 90806

Executive Vice President

## Signatures

Eric J. Stambol, Power of Attorney for Edward J. Henning

05/09/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents the average sale price ranging from \$37.48 to \$37.73.

(2) Shares vest annually at a rate of 20% per year commencing on the first anniversary of the February 3, 2006 grant date.

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- (3) Shares vest annually at a rate of 20% per year commencing on the first anniversary of the January 28, 2005 grant date.
- (4) Shares vest annually at a rate of 20% per year commencing on the first anniversary of the March 15, 2004 grant date.

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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