VENTAS INC Form 4 January 29, 2016

FORM 4

Form 5

obligations

may continue.

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or

Symbol

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

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 See Instruction

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

CAFARO DEBRA A

1. Name and Address of Reporting Person *

			VENTAS INC [VTR]					(Check all applicable)			
(3. Date of Earliest Transaction (Month/Day/Year) 01/27/2016					_X_ Director 10% Owner Softier (give title Other (specify below) Chairman and CEO		
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO, IL 60654									Form filed by More than One Reporting Person		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)		
Common Stock	01/27/2016			A	•	54,259 (1)	A	\$ 0	584,940	D	
Common Stock	01/27/2016			F		8,265 (2)	D	\$ 53.79	576,675	D	
Common Stock	01/29/2016			F		10,644 (3)	D	\$ 55.32	566,031	D	
Common Stock									5,000 (4)	I	By Trust

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisab	le and	7. Title and A	Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactiorDerivative		Expiration Date		Underlying Securitie	
Security	or Exercise		any	Code	Securities	(Month/Day/Year	•)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
					5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amous Numb Shares
Stock Option	\$ 53.79	01/27/2016		A	123,870	01/27/2016(6)	01/27/2026	Common	123,8
(Right to	ψ 55.17	01/2//2010		А	<u>(5)</u>	01/2//2010	01/2//2020	Stock	123,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CAFARO DEBRA A 353 N. CLARK STREET SUITE 3300 CHICAGO, IL 60654	X		Chairman and CEO				

Signatures

Buy)

Debra A. Cafaro, By: T. Richard Riney,
Attorney-In-Fact

01/29/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock granted by Issuer pursuant to the Ventas, Inc. 2012 Incentive Plan (the "Plan"). This restricted stock vests in three equal annual installments beginning on the date of the grant.
- (2) Represents shares withheld to pay the taxes on the vesting of restricted stock granted on January 27, 2016 under the Plan.
- (3) Represents shares withheld to pay the taxes on the vesting of restricted stock granted on January 29, 2014 under the Plan.
- (4) Reporting Person disclaims beneficial ownership of these 5,000 shares except to the extent of the Reporting Person's pecuniary interest in the shares.
- (5) Stock options granted by Issuer pursuant to the Plan.
- (6) These options vest in three equal annual installments beginning on the date of the grant.

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.