

VENTAS INC
Form 4
August 04, 2016

FORM 4

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

OMB APPROVAL

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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 *
Cobb John D.

(Last) (First) (Middle)
353 N. CLARK STREET, SUITE 3300
(Street)

CHICAGO,, IL 60654

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2016

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)
EVP, Chief Investment Off.

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 (A) or (D) Price | | |
| Common Stock | 08/02/2016 | | M | | 8,066 A \$ 46.62 | 66,256 | D |
| Common Stock | 08/02/2016 | | S | | 8,066 (1) (2) D \$ 74.865 | 58,190 | D |
| Common Stock | 08/02/2016 | | M | | 31,934 A \$ 51.85 | 90,124 | D |
| Common Stock | 08/02/2016 | | S | | 31,934 (1) (2) D \$ 74.865 | 58,190 | D |
| Common Stock | 08/02/2016 | | S | | 20,000 (1) (3) D \$ 75.4159 | 38,190 (4) | D |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 46.62 | 08/02/2016 | | M | 8,066 | 03/09/2013 ⁽⁵⁾ | 03/09/2022 | Common Stock | 8,066 |
| Stock Option (Right to Buy) | \$ 51.85 | 08/02/2016 | | M | 31,934 | 01/29/2014 ⁽⁶⁾ | 01/29/2024 | Common Stock | 31,934 |
| Stock Option (Right to Buy) | \$ 73.71 | 08/03/2016 | | A | 31,004 ⁽⁷⁾ | 08/03/2016 ⁽⁸⁾ | 08/03/2026 | Common Stock | 31,004 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cobb John D. 353 N. CLARK STREET, SUITE 3300 CHICAGO,, IL 60654 | | | EVP, Chief Investment Off. | |

Signatures

John D. Cobb, By: T. Richard Riney,
Attorney-In-Fact

08/04/2016

____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) On August 2, 2016, the Reporting Person transmitted to the Securities and Exchange Commission (the "SEC") a Form 144 covering the sale of the Issuer's common stock reported in Table I.

The price reported in column 4 is a weighted average price. These shares were sold by the Reporting Person in multiple transactions at prices ranging from \$74.32 to \$75.26, inclusive. The Reporting Person undertakes to provide Issuer, any security holder of Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).
- (2) The price reported in column 4 is a weighted average price. These shares were sold by the Reporting Person in multiple transactions at prices ranging from \$75.26 to \$76.20, inclusive. The Reporting Person undertakes to provide Issuer, any security holder of Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).
- (3) Includes 4,481 shares that are held jointly with spouse.
- (4) These options were part of a previously reported grant by the Issuer to the Reporting Person which vested in three equal annual installments beginning March 9, 2013.
- (5) These options were part of a previously reported grant by the Issuer to the Reporting Person which vested in three equal annual installments beginning January 29, 2014.
- (6) Stock options granted by Issuer pursuant to the Ventas, Inc. 2012 Incentive Plan.
- (7) These options vest one-third on the date of grant, one-third on January 27, 2017 and one-third on January 27, 2018.

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.