

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
SEC Accession No. [0000740260-13-000053](#)

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ISSUER

VENTAS INC

CIK: **740260** | IRS No.: **611055020** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **6798** Real estate investment trusts

Mailing Address
353 N. CLARK STREET
SUITE 3300
CHICAGO IL 60654

Business Address
353 N. CLARK STREET
SUITE 3300
CHICAGO IL 60654
(877) 483-6827

REPORTING OWNER

PASQUALE DOUGLAS M

CIK: **1070021**
Type: **4** | Act: **34** | File No.: **001-10989** | Film No.: **13663064**

Mailing Address
245 FICHER AVE STE D-1
COSTA MESA CA 92626

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person PASQUALE DOUGLAS M			2. Issuer Name and Ticker or Trading Symbol VENTAS INC [VTR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013			
353 N. CLARK STREET, SUITE 3300			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
CHICAGO, IL 60654						
(City)	(State)	(Zip)				

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	02/28/2013		M		5,000	A	\$48.6	93,591	D	
Common Stock	02/28/2013		F		4,023 ⁽¹⁾	D	\$70.78	89,568	D	
Common Stock								4,326	I	By IRA

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$48.6	02/28/2013		M			5,000	12/31/2011 ⁽²⁾	02/15/2021	Common Stock	5,000	\$ 0	30,000 ⁽³⁾	D	

Explanation of Responses:

1. Represents shares withheld to cover the exercise price and taxes due in connection with the exercise of stock options on February 28, 2013.

2. These options were assumed by Issuer in connection with its acquisition of Nationwide Health Properties, Inc. on July 1, 2011 and vested on December 31, 2011.
3. Represents total number of unexercised stock options held by the Reporting Person as of February 28, 2013.

Signatures

Douglas M. Pasquale, By: T. Richard Riney, Attorney-In-Fact

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

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

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 Number.