

VENTAS INC
Form 4
April 07, 2008

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 *
CAFARO DEBRA A

(Last) (First) (Middle)
**10350 ORMSBY PARK PLACE,
SUITE 300**

(Street)

LOUISVILLE,, KY 40223

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2008

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)
Chairman, President and CEO

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	04/03/2008		M		102,831 A \$ 30.83	873,667	D
Common Stock	04/03/2008		S(1)(2)		38,631 D \$ 48	835,036	D
Common Stock	04/03/2008		S(1)(2)		100 D \$ 48.0025	834,936	D
Common Stock	04/03/2008		S(1)(2)		6,400 D \$ 48.01	828,536	D
Common Stock	04/03/2008		S(1)(2)		300 D \$ 48.015	828,236	D

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Common Stock	04/03/2008	<u>S(1)(2)</u>	5,800	D	\$ 48.02	822,436	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	100	D	\$ 48.025	822,336	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	5,300	D	\$ 48.03	817,036	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	9,400	D	\$ 48.04	807,636	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	4,300	D	\$ 48.05	803,336	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	7,400	D	\$ 48.06	795,936	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	100	D	\$ 48.0675	795,836	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	4,900	D	\$ 48.07	790,936	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	200	D	\$ 48.075	790,736	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	4,200	D	\$ 48.08	786,536	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	4,800	D	\$ 48.09	781,736	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	3,000	D	\$ 48.1	778,736	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	600	D	\$ 48.11	778,136	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	1,000	D	\$ 48.12	777,136	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	1,000	D	\$ 48.13	776,136	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	1,800	D	\$ 48.14	774,336	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	2,700	D	\$ 48.15	771,636	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	700	D	\$ 48.16	770,936	D	
Common Stock	04/03/2008	<u>S(1)(2)</u>	100	D	\$ 48.17	770,836	D	
Common Stock						5,000 ⁽³⁾	I	By Trust

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

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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)
Stock Option (Right to Buy)	\$ 30.83	04/03/2008		M	102,831	01/27/2006 ⁽⁴⁾ 01/27/2016	Common Stock 102,831

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAFARO DEBRA A 10350 ORMSBY PARK PLACE, SUITE 300 LOUISVILLE,, KY 40223	X		Chairman, President and CEO	

Signatures

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

04/07/2008

__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 April 3, 2008, the Reporting Person transmitted to the Securities and Exchange Commission a Form 144 covering the sale of the Issuer's common stock reported on Table I.
- (2) These shares are being sold pursuant to a written non-discretionary Rule 10b5-1(c) sales plan dated November 15, 2007.
- (3) Reporting Person disclaims beneficial ownership of these 5,000 shares except to the extent of the Reporting Person's pecuniary interest in the shares.
- (4) These options were part of a previously reported grant of 136,231 on January 27, 2006, by the Issuer to the Reporting Person that vested in three equal installments on January 27, 2006, January 27, 2007 and January 27, 2008.
- (5) Represents total number of unexercised stock options held by the Reporting Person as of April 3, 2008.

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