**VENTAS INC** Form 4 August 10, 2006

#### FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

# Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CAFARO DEBRA A			2. Issuer Name <b>and</b> Ticker or Trading Symbol VENTAS INC [VTR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
10350 ORMSBY PARK PLACE, SUITE 300			(Month/Day/Year) 08/08/2006	_X Director 10% Owner Officer (give title Other (specification) below)  Chairman, President and CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
LOUISVILI	LE,, KY 402	223		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-De	erivative Se	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y 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			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	08/08/2006		M	31,000	A	\$ 11.42	569,288	D	
Common Stock	08/08/2006		S(1)(2)	800	D	\$ 36.43	568,488	D	
Common Stock	08/08/2006		S(1)(2)	200	D	\$ 36.45	568,288	D	
Common Stock	08/08/2006		S(1)(2)	800	D	\$ 36.46	567,488	D	
Common Stock	08/08/2006		S(1)(2)	1,800	D	\$ 36.48	565,688	D	

**OMB APPROVAL** 

Estimated average

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Common Stock	08/08/2006	S(1)(2)	400	D	\$ 36.49	565,288	D
Common Stock	08/08/2006	S(1)(2)	500	D	\$ 36.51	564,788	D
Common Stock	08/08/2006	S(1)(2)	200	D	\$ 36.52	564,588	D
Common Stock	08/08/2006	S(1)(2)	500	D	\$ 36.53	564,088	D
Common Stock	08/08/2006	S(1)(2)	600	D	\$ 36.54	563,488	D
Common Stock	08/08/2006	S(1)(2)	400	D	\$ 36.56	563,088	D
Common Stock	08/08/2006	S(1)(2)	500	D	\$ 36.58	562,588	D
Common Stock	08/08/2006	S(1)(2)	500	D	\$ 36.62	562,088	D
Common Stock	08/08/2006	S(1)(2)	700	D	\$ 36.63	561,388	D
Common Stock	08/08/2006	S(1)(2)	300	D	\$ 36.64	561,088	D
Common Stock	08/08/2006	S(1)(2)	100	D	\$ 36.65	560,988	D
Common Stock	08/08/2006	S(1)(2)	1,900	D	\$ 36.67	559,088	D
Common Stock	08/08/2006	S(1)(2)	300	D	\$ 36.68	558,788	D
Common Stock	08/08/2006	S(1)(2)	1,700	D	\$ 36.69	557,088	D
Common Stock	08/08/2006	S(1)(2)	800	D	\$ 36.7	556,288	D
Common Stock	08/08/2006	S(1)(2)	300	D	\$ 36.71	555,988	D
Common Stock	08/08/2006	S(1)(2)	1,100	D	\$ 36.72	554,888	D
Common Stock	08/08/2006	S(1)(2)	1,600	D	\$ 36.73	553,288	D
Common Stock	08/08/2006	S(1)(2)	2,500	D	\$ 36.74	550,788	D
Common Stock	08/08/2006	S(1)(2)	3,900	D	\$ 36.75	546,888	D
	08/08/2006	$S_{\underline{(1)(2)}}$	1,700	D		545,188	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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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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisab Expiration Date (Month/Day/Year	*		Amount o decurities 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	\$ 11.42	08/08/2006		M	3	31,000	01/13/2003(4)	01/13/2013	Common Stock	31,000

### **Reporting Owners**

Relationships						
Director	10% Owner	Officer	Other			
X		Chairman, President and CEO				
):		irector 10% Owner	irector 10% Owner Officer Chairman, X President and			

#### **Signatures**

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

08/10/2006

\*\*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)

Reporting Owners 3

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On May 11, 2006, 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 17, 2005.
- (3) Please see the Reporting Person's subsequent Form 4 filing dated the date hereof which contains additional transactions which are part of one aggregate direction under the Rule 10b5-1(c) sales plan described in Footnote (2).
- (4) These options were part of a previously reported grant of 198,830 on January 13, 2003, by the Issuer to the Reporting Person that vested in three equal installments on January 13, 2003, January 13, 2004 and January 13, 2005.
- (5) Represents total number of unexercised stock options held by the Reporting Person as of August 8, 2006.

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.