

VENTAS INC

Form 4

October 10, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAFARO DEBRA A

(Last) (First) (Middle)

111 SOUTH WACKER DRIVE,
SUITE 4800

(Street)

CHICAGO., IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2008

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)
Common Stock ⁽¹⁾	10/08/2008		S ⁽²⁾⁽³⁾	100 D \$ 38.96	713,136	D	
Common Stock	10/08/2008		S ⁽²⁾⁽³⁾	100 D \$ 38.97	713,036	D	
Common Stock	10/08/2008		S ⁽²⁾⁽³⁾	100 D \$ 38.98	712,936	D	
Common Stock	10/08/2008		S ⁽²⁾⁽³⁾	100 D \$ 38.99	712,836	D	
Common Stock	10/08/2008		S ⁽²⁾⁽³⁾	100 D \$ 39.04	712,736	D	

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Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.05	712,636	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	200	D	\$ 39.07	712,436	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.1	712,336	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.12	712,236	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.19	712,136	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.2	712,036	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.23	711,936	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.27	711,836	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.3	711,736	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.31	711,636	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.33	711,536	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.35	711,436	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.37	711,336	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.44	711,236	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	300	D	\$ 39.53	710,936	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.63	710,836	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.7	710,736	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.71	710,636	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.74	710,536	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.7513	710,436	D
	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.76	710,336	D

Common
Stock

Common Stock	10/08/2008	<u>S(2)(3)</u>	300	D	\$ 39.79	710,036	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.824	709,936	D
Common Stock	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.841	709,836	D
Common Stock ⁽⁴⁾	10/08/2008	<u>S(2)(3)</u>	100	D	\$ 39.844	709,736	D

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Trans (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CAFARO DEBRA A 111 SOUTH WACKER DRIVE, SUITE 4800 CHICAGO,, IL 60606	X Chairman, President and CEO

Signatures

Debra A. Cafaro, By: T. Richard Riney,
Attorney-In-Fact 10/10/2008

__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) Please see the Reporting Person's previous 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 (3).
- (2) On September 10, 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.
- (3) These shares are being sold pursuant to a written non-discretionary Rule 10b5-1(c) sales plan dated November 15, 2007.
- (4) 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 (3).

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

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