

HENNING EDWARD J
 Form 4
 May 07, 2008

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 *
HENNING EDWARD J

(Last) (First) (Middle)
 3760 KILROY AIRPORT WAY,
 SUITE 300
 (Street)

LONG BEACH, CA 90806

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HCP, INC. [HCP]

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2008

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)
Executive Vice President

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 | 05/05/2008 | | M | | 87,500 | A | \$ 11.9375 |
| Common Stock | 05/05/2008 | | S | | 87,500 | D | \$ 35.55 ⁽¹⁾ |
| Common Stock | 05/06/2008 | | M | | 72,000 | A | \$ 16.031 |
| Common Stock | 05/06/2008 | | M | | 43,000 | A | \$ 17.925 |
| Common Stock | 05/06/2008 | | S | | 115,000 | D | \$ 35.14 ⁽²⁾ |

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| | | | | | | | |
|--------------|------------|---|---------|---|-----------------|---------|---|
| Common Stock | 05/07/2008 | M | 117,000 | A | \$ 17.925 | 263,297 | D |
| Common Stock | 05/07/2008 | S | 117,000 | D | \$ 34.68 (3) | 146,297 | D |
| Common Stock | 05/07/2008 | F | 399 | D | \$ 34.32 | 145,898 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option | \$ 11.9375 | 05/05/2008 | | M | 87,500 | (4) | 01/04/2010 | Common Stock | 87,500 |
| Employee Stock Option | \$ 16.031 | 05/06/2008 | | M | 72,000 | (4) | 01/18/2011 | Common Stock | 72,000 |
| Employee Stock Option | \$ 17.925 | 05/06/2008 | | M | 43,000 | (4) | 01/02/2012 | Common Stock | 43,000 |
| Employee Stock Option | \$ 17.925 | 05/07/2008 | | M | 117,000 | (4) | 01/02/2012 | Common Stock | 117,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HENNING EDWARD J 3760 KILROY AIRPORT WAY, SUITE 300 LONG BEACH, CA 90806 | | | Executive Vice President | |

Signatures

Eric J. Stambol, Power of Attorney for Edward J.
Henning

05/07/2008

__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) Represents the average sale price ranging from \$35.415 to \$35.79.
 - (2) Represents the average sale price ranging from \$34.90 to \$35.375.
 - (3) Represents the average sale price ranging from \$34.42 to \$35.09.
 - (4) Shares vest annually at a rate of 20% per year commencing on the first anniversary of the grant date.

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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