

Wood Brian K  
 Form 4  
 August 10, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Wood Brian K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 08/06/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP-Tax

(Street)  
 LOUISVILLE, KY 40223

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 or Price   |  |   |
| Common Stock                    | 08/06/2009                           |  | M                              |   | 10,000 A \$ 23.47   | D  |   |
| Common Stock                    | 08/06/2009                           |  | S <sup>(1)</sup>               |   | 1,000 D \$ 37.23  | D  |   |
| Common Stock                    | 08/06/2009                           |  | S <sup>(1)</sup>               |   | 100 D \$ 37.25  | D  |   |
| Common Stock                    | 08/06/2009                           |  | S <sup>(1)</sup>               |   | 1,100 D \$ 37.26  | D  |   |
| Common Stock                    | 08/06/2009                           |  | S <sup>(1)</sup>               |   | 500 D \$ 37.27  | D  |   |

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|              |            |                  |       |   |          |            |   |        |
|--------------|------------|------------------|-------|---|----------|------------|---|--------|
| Common Stock | 08/06/2009 | S <sup>(1)</sup> | 1,200 | D | \$ 37.28 | 27,541.048 | D |        |
| Common Stock | 08/06/2009 | S <sup>(1)</sup> | 600   | D | \$ 37.29 | 26,941.048 | D |        |
| Common Stock | 08/06/2009 | S <sup>(1)</sup> | 2,900 | D | \$ 37.3  | 24,041.048 | D |        |
| Common Stock | 08/06/2009 | S <sup>(1)</sup> | 1,500 | D | \$ 37.31 | 22,541.048 | D |        |
| Common Stock | 08/06/2009 | S <sup>(1)</sup> | 200   | D | \$ 37.32 | 22,341.048 | D |        |
| Common Stock | 08/06/2009 | S <sup>(1)</sup> | 700   | D | \$ 37.33 | 21,641.048 | D |        |
| Comon Stock  | 08/06/2009 | S <sup>(1)</sup> | 200   | D | \$ 37.34 | 21,681.181 | D |        |
| Common Stock |            |                  |       |   |          | 2,527      | I | By IRA |

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

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SEC 1474  
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 23.47   | 08/06/2009                           |  | M                              | 10,000  | 01/14/2005 <sup>(3)</sup> 01/14/2014                     | Common Stock  | 10,000                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

Wood Brian K  
10350 ORMSBY PARK PLACE, SUITE 300  
LOUISVILLE, KY 40223

SVP-Tax

## Signatures

Brian K. Wood, By: T. Richard Riney,  
Attorney-In-Fact

08/10/2009

\_\_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 August 6, 2009, 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) Includes 240.133 shares acquired between March 3, 2009 and August 7, 2009, under the Ventas Employee and Director Stock Purchase Plan.
- (3) These options were part of a previously reported grant of 10,000 on January 14, 2004, by the Issuer to the Reporting Person that vested in three equal installments on January 14, 2005, January 14, 2006 and January 14, 2007.
- (4) Represents total number of unexercised stock options held by the Reporting Person as of August 6, 2009.

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