

VENTAS INC

Form 4

December 11, 2009

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEWIS RAYMOND J

(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)

12/09/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & Chief Investment Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	12/09/2009		M	17,391 A	\$ 28.96 132,073	D	
Common Stock	12/09/2009		S ⁽¹⁾	100 D	\$ 43.77 131,973	D	
Common Stock	12/09/2009		S ⁽¹⁾	1,000 D	\$ 43.78 130,973	D	
Common Stock	12/09/2009		S ⁽¹⁾	3,000 D	\$ 43.79 127,973	D	
Common Stock	12/09/2009		S ⁽¹⁾	2,200 D	\$ 43.8 125,773	D	

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Common Stock	12/09/2009	<u>S(1)</u>	1,291	D	\$ 43.81	124,482	D
Common Stock	12/09/2009	<u>S(1)</u>	1,000	D	\$ 43.82	123,482	D
Common Stock	12/09/2009	<u>S(1)</u>	200	D	\$ 43.83	123,282	D
Common Stock	12/09/2009	<u>S(1)</u>	100	D	\$ 44.1	123,182	D
Common Stock	12/09/2009	<u>S(1)</u>	100	D	\$ 44.1009	123,082	D
Common Stock	12/09/2009	<u>S(1)</u>	1,100	D	\$ 44.11	121,982	D
Common Stock	12/09/2009	<u>S(1)</u>	800	D	\$ 44.12	121,182	D
Common Stock	12/09/2009	<u>S(1)</u>	400	D	\$ 44.13	120,782	D
Common Stock	12/09/2009	<u>S(1)</u>	100	D	\$ 44.14	120,682	D
Common Stock	12/09/2009	<u>S(1)</u>	400	D	\$ 44.15	120,282	D
Common Stock	12/09/2009	<u>S(1)</u>	200	D	\$ 44.16	120,082	D
Common Stock	12/09/2009	<u>S(1)</u>	2,200	D	\$ 44.17	117,882	D
Common Stock	12/09/2009	<u>S(1)</u>	1,000	D	\$ 44.18	116,882	D
Common Stock	12/09/2009	<u>S(1)</u>	700	D	\$ 44.19	116,182	D
Common Stock	12/09/2009	<u>S(1)</u>	1,000	D	\$ 44.2	115,182	D
Common Stock	12/09/2009	<u>S(1)</u>	100	D	\$ 44.2034	115,082	D
Common Stock	12/09/2009	<u>S(1)</u>	400	D	\$ 44.21	114,682	D

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)

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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)	\$ 28.96	12/09/2009		M	17,391	01/21/2009 ⁽²⁾ 01/21/2019	Common Stock	17,391

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEWIS RAYMOND J
111 SOUTH WACKER DRIVE, SUITE 4800
CHICAGO, IL 60606

EVP & Chief Investment Officer

Signatures

Raymond J. Lewis, By: T. Richard Riney,
Attorney-In-Fact

12/11/2009

__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 December 9, 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) These options were part of a previously reported grant of 52,172 on January 21, 2009 by the Issuer to the Reporting Person that vested or will vest in three equal installments on January 21, 2009, January 21, 2010 and January 21, 2011.
- (3) Represents total number of unexercised stock options held by the Reporting Person as of December 9, 2009.

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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