

KHOURY ABDO H

Form 4

February 01, 2011

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 *
KHOURY ABDO H

2. Issuer Name **and** Ticker or Trading
Symbol
NATIONWIDE HEALTH
PROPERTIES INC [NHP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
610 NEWPORT CENTER DRIVE,
SUITE 1150

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2011

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP, CFO, Chief Portfolio Off.

(Street)

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

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

NEWPORT BEACH, CA 92660

(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) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common Stock | 01/06/2011 | | A | 31,134.18 | A \$ 0 | 78,477.1047 | D |
| Common Stock ⁽²⁾ | 01/06/2011 | | F | 11,939.18 | D \$ 0 | 66,537.9247 | D |
| Common Stock ⁽¹⁾ | 01/28/2011 | | M | 5,766.11 | A \$ 37.175 | 72,304.0347 | D |
| Common Stock ⁽²⁾ | 01/28/2011 | | F | 6,579.43 | D \$ 37.175 | 65,724.6047 | D |
| Common Stock | | | | | | 73,154.99 | I Trust |

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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 Underlying Securities (Instr. 3 and 4) | | | |
|---|---|---|---|---|--|--|-----|--|--------------------|-----------------|------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Underlying Securities |
| Stock Appreciation Rights ⁽¹⁾ | \$ 37.175 | 01/28/2011 | | M | | 14,094.43 | | 01/28/2011 | 01/28/2011 | Common Stock | 1,000,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KHOURY ABDO H
610 NEWPORT CENTER DRIVE, SUITE 1150
NEWPORT BEACH, CA 92660

EVP, CFO, Chief Portfolio Off.

Signatures

/s/ Abdo H.
Khoury

02/01/2011

**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).

An aggregate of 14094.43 shares were issued in settlement of an award of stock appreciation rights (SARs). Acquisitions of an aggregate of 8,328.32 shares were previously credited and reported as dividend equivalents relating to the SARs. The difference is reflected in this report as an acquisition.

(2) Shares withheld to cover tax withholding due in connection with the vesting of performance shares and SARs.

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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