

KHOURY ABDO H

Form 4

July 06, 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

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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, LLC [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)  
07/01/2011

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, CFO, Chief Portfolio Off.

(Street)  
NEWPORT BEACH, CA 92660

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

(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      | (A) or (D) | Price      |   |  |   |
| Common Stock <u>(7)</u>         | 07/01/2011                           |  | A                              |   | 25,014      | A          | <u>(7)</u> | 158,245   | I  | Trust   |
| Common Stock <u>(1)</u>         | 07/01/2011                           |  | F                              |   | 11,677      | D          | \$ 42.27   | 146,568   | I  | Trust   |
| Common Stock <u>(2)</u>         | 07/01/2011                           |  | D                              |   | 146,568     | D          | <u>(2)</u> | 0   | I  | Trust   |
| Common Stock <u>(3)</u>         | 07/01/2011                           |  | D                              |   | 39,017.4473 | D          | <u>(3)</u> | 1,070.5674  | D  |   |
| Common Stock <u>(4)</u>         | 07/01/2011                           |  | D                              |   | 1,070.5674  | D          | <u>(4)</u> | 0   | D  |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Options - Right to Buy <sup>(5)</sup> | \$ 25.4  | 07/01/2011                           |  | D                              | 11,034  | <sup>(5)</sup> 02/10/2019                                | Common Stock 11,034   |
| Employee Stock Options - Right to Buy <sup>(6)</sup> | \$ 31.97   | 07/01/2011                           |  | D                              | 25,067  | <sup>(6)</sup> 02/09/2020                                | Common Stock 25,067   |

## 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/ William Wagner,  
attorney-in-fact

07/06/2011

                     \*\*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).

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- (1) Shares withheld to cover tax withholding due in connection with the vesting of performance shares.

At the Effective Time (as defined in the Agreement and Plan of Merger (the "Merger Agreement"), dated February 27, 2011, by and among Ventas, Inc., Needles Acquisition LLC and Nationwide Health Properties, Inc.), these shares were cancelled pursuant to the

- (2) Merger Agreement in exchange for the right to receive 115,290 shares of Ventas, Inc. common stock having a market value of \$53.74 per share, based on the closing price of Ventas, Inc. common stock on July 1, 2011.

Immediately prior to the Effective Time, 27,312 restricted stock units became fully vested and any restrictions with respect thereto lapsed.

- (3) At the Effective Time, such shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$1,143,523.64, and the remaining 11,705.4473 restricted stock units terminated at the Effective Time in accordance with their terms.

At the Effective Time, these shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive 842 shares of

- (4) Ventas, Inc. common stock having a market value of \$53.74 per share, based on the closing price of Ventas, Inc. common stock on July 1, 2011.

Immediately prior to the Effective Time, 11,034 stock options became fully vested and any restrictions with respect thereto lapsed. At the

- (5) Effective Time, such options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$181,701.47 (equal to the difference between the VWAP (as defined in the Merger Agreement) of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).

Immediately prior to the Effective Time, 25,067 stock options became fully vested and any restrictions with respect thereto lapsed. At the

- (6) Effective Time, such options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$248,135.95 (equal to the difference between the VWAP of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).

- (7) Shares delivered in connection with the vesting of performance shares.

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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