VENTAS INC
Form 4
March 11, 2014

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 *
Brehl Robert J

(Last) (First) (Middle)

10350 ORMSBY PARK PLACE, SUITE 300

(Street)

LOUISVILLE,, KY 40223

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2014

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)
Chief Acct. Off. & Controller

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/07/2014		A		2,527 (1)	A	$ 0	28,693.585	D	
Common Stock	03/08/2014		F		227 (2)	D	$ 60.5	28,466.585	D	
Common Stock	03/09/2014		F		188 (3)	D	$ 60.5	21,431.918 (4) (5) (6)	D	

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

SEC 1474 (9-02)

number.

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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	$ 60.5	03/07/2014		A		15,083 (7)		03/07/2015(8)	03/07/2024	Common Stock	15,083

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brehl Robert J 10350 ORMSBY PARK PLACE, SUITE 300 LOUISVILLE,, KY 40223			Chief Acct. Off. & Controller	

Signatures

Robert J. Brehl, By: T. Richard Riney, Attorney-In-Fact	03/11/2014
**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) Restricted stock granted by Issuer pursuant to the Ventas, Inc. 2012 Incentive Plan (the "Plan"). This restricted stock vests in three equal annual installments beginning on the first anniversary of the date of the grant.

(2) Represents shares withheld to pay the taxes on the vesting of restricted stock granted on March 8, 2013 under the Plan.

(3) Represents shares withheld to pay the taxes on the vesting of restricted stock granted on March 9, 2012 under the Ventas, Inc. 2006 Incentive Plan.

(4) Includes 320.075 shares acquired between March 12, 2013 and March 10, 2014 under the Ventas Employee and Director Stock Purchase Plan.

(5) Includes 206.258 shares acquired between March 28, 2013 and December 31, 2013 under the Ventas, Inc. Distribution Reinvestment and Stock Purchase Plan.

(6) Reflects Reporting Person's transfer of 7,373 shares of common stock pursuant to a domestic relations order since the date of the Reporting Person's most recent Form 4.

(7) Stock options granted by Issuer pursuant to the Plan.

(8) These options vest in three equal annual installments beginning on the first anniversary of the date of the grant.

(9) As of March 7, 2014, Reporting Person owns options to purchase an aggregate of 25,608 shares of Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.