

VENTAS INC
Form 4
January 19, 2007

FORM 4

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

OMB APPROVAL

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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 *
LEWIS RAYMOND 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)
01/17/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Ex. VP. Chief Investment Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/17/2007 | | A | | 7,281 (1) \$ 0 | D | |
| Common Stock | 01/17/2007 | | F | | 1,078 (2) \$ 43.26 | D | |
| Common Stock | 01/18/2007 | | F | | 951 (3) \$ 43.28 | 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)

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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 43.26 | 01/17/2007 | | A | 31,658 (4) | 01/17/2007(5) 01/17/2017 | Common Stock | 31,658 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEWIS RAYMOND J 10350 ORMSBY PARK PLACE, SUITE 300 LOUISVILLE, KY 40223 | | | Ex.VP.Chief Investment Officer | |

Signatures

Raymond J. Lewis, By: T. Richard Riney,
Attorney-In-Fact 01/19/2007

__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) These shares represent restricted shares granted under the Ventas, Inc. 2006 Incentive Plan (the "Plan") on January 17, 2007. These shares vest in cumulative 1/3 annual installments beginning on January 17, 2007.
- (2) Represents share withholding to pay tax withholding on the first vesting of restricted stock granted on January 17, 2007 under the Plan.
- (3) Represents share withholding to pay tax withholding on the vesting of restricted stock previously granted to Reporting Person on January 18, 2005 under the Ventas, Inc. 2000 Incentive Compensation Plan.
- (4) These stock options represent stock options granted under the Plan on January 17, 2007.
- (5) These options vest in cumulative 1/3 annual installments beginning on January 17, 2007.
- (6) Represents total number of unexercised stock options held by the Reporting Person as of January 18, 2007.

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.