

VENTAS INC

Form 4

January 22, 2010

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
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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)

01/20/2010

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 _____ Other (specify
below) 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	01/20/2010		A	(A) or (D) Amount 25,055 (1)	\$ 0	139,737	D
Common Stock	01/20/2010		F	(2) 2,584	\$ 44.56	137,153	D
Common Stock	01/21/2010		F	(3) 2,533	\$ 43.56	134,620	D

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

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information contained in this form are not
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 44.56	01/20/2010		A		49,024 (4)		01/20/2010 ⁽⁵⁾	01/20/2020	Common Stock	49,024

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

01/22/2010

__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. 2006 Incentive Plan (the "Plan"). These shares vest in three equal annual installments beginning on the date of grant.
- (2) Represents shares withheld to pay the taxes on the vesting of restricted stock granted on January 20, 2010 under the Plan.
- (3) Represents shares withheld to pay the taxes on the vesting of restricted stock granted on January 21, 2009 under the Plan.
- (4) Stock options granted by Issuer pursuant to the Plan.
- (5) These options vest in three equal annual installments beginning on the date of grant.
- (6) Represents total number of unexercised stock options held by the Reporting Person as of January 21, 2010.

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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