

SCHWEINHART RICHARD A
 Form 4
 May 25, 2012

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 *
 SCHWEINHART RICHARD A

(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)
 05/25/2012

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)
 EVP & Chief Fin. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------------|---|--|---|
| | | | | Code | V Amount or (D) Price | | | |
| Common Stock | 05/25/2012 | | M | | 41,604 A \$ 25.19 | 171,797.234 | D | |
| Common Stock | 05/25/2012 | | M | | 50,276 A \$ 30.83 | 222,073.234 | D | |
| Common Stock | 05/25/2012 | | M | | 32,713 A \$ 43.26 | 254,786.234 | D | |
| Common Stock | 05/25/2012 | | S ⁽¹⁾ | | 124,593 D \$ 58.1767 | 130,193.234 | D | |
| Common Stock | | | | | | 1,605 | I | By IRA |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 25.19 | 05/25/2012 | | M | 41,604 | 01/18/2005 ⁽²⁾ 01/18/2015 | Common Stock | 41,604 |
| Stock Option (Right to Buy) | \$ 30.83 | 05/25/2012 | | M | 50,276 | 01/27/2006 ⁽³⁾ 01/27/2016 | Common Stock | 50,276 |
| Stock Option (Right to Buy) | \$ 43.26 | 05/25/2012 | | M | 32,713 | 01/17/2007 ⁽⁴⁾ 01/17/2017 | Common Stock | 32,713 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHWEINHART RICHARD A 10350 ORMSBY PARK PLACE, SUITE 300 LOUISVILLE,, KY 40223 | | | EVP & Chief Fin. Officer | |

Signatures

Richard A. Schweinhart, By: T. Richard Riney,
Attorney-In-Fact

05/25/2012

__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).

On May 25, 2012, the Reporting Person transmitted to the Securities and Exchange Commission a Form 144 covering the sale of the Issuer's common stock reported on Table I. The price reported in column 4 is a weighted average price. These shares were sold by the

- (1) Reporting Person in multiple transactions at prices ranging from \$57.94 to \$58.48, inclusive. Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).
- (2) These options were part of a previously reported grant of 41,604 on January 18, 2005, by the Issuer to the Reporting Person that vested in three equal installments on January 18, 2005, January 18, 2006 and January 18, 2007.
- (3) These options were part of a previously reported grant of 50,276 on January 27, 2006, by the Issuer to the Reporting Person that vested in three equal installments on January 27, 2006, January 27, 2007 and January 27, 2008.
- (4) These options were part of a previously reported grant of 32,713 on January 17, 2007, by the Issuer to the Reporting Person that vested in three equal installments on January 17, 2007, January 17, 2008 and January 17, 2009.
- (5) Represents total number of unexercised stock options held by the Reporting Person as of May 25, 2012.

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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