

Wood Brian K  
Form 4  
March 01, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
Wood Brian K

(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)  
02/25/2011

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)  
SVP-Tax

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/25/2011                           |  | A                              | 1,650 <sup>(1)</sup>  | \$ 0  | D  |                                   |
| Common Stock                    | 02/25/2011                           |  | F                              | 188 <sup>(2)</sup>  | \$ 57.19  | D  |                                   |
| Common Stock                    | 02/26/2011                           |  | F                              | 231 <sup>(3)</sup>  | \$ 57.19  | D  |                                   |
| Common Stock                    | 02/27/2011                           |  | F                              | 454 <sup>(4)</sup>  | \$ 57.19  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 2,527   | 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)                | \$ 57.19   | 02/25/2011                           |  | A                              | 3,289<br>(6)  | 02/25/2011 <sup>(7)</sup> 02/25/2021                     | Common Stock  | 3,289                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |         |
|--|---------------|-----------|---------|---------|
|  | Director      | 10% Owner | Officer | Other   |
| Wood Brian K<br>10350 ORMSBY PARK PLACE, SUITE 300<br>LOUISVILLE, KY 40223 |               |           |         | SVP-Tax |

## Signatures

Brian K. Wood, By: T. Richard Riney, Attorney-In-Fact  
 Signature of Reporting Person: \_\_\_\_\_ Date: 03/01/2011

## 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 February 25, 2011 under the Plan.
- (3) Represents shares withheld to pay the taxes on the vesting of restricted stock granted on February 26, 2010 under the Plan.
- (4) Represents shares withheld to pay the taxes on the vesting of restricted stock granted on February 27, 2009 under the Plan.

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- (5) Includes 18,970 shares acquired between January 25, 2011 and February 28, 2011 under the Ventas Employee and Director Stock Purchase Plan.
- (6) Stock options granted by Issuer pursuant to the Plan.
- (7) These options vest in three equal annual installments beginning on the date of grant.
- (8) Represents total number of unexercised stock options held by the Reporting Person as of February 27, 2011.

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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