

LUSTIG MATTHEW J
 Form 3
 May 16, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LUSTIG MATTHEW J | | (Month/Day/Year) | VENTAS INC [VTR] | |
| (Last) | (First) | (Middle) | 05/13/2011 | |
| 30 ROCKEFELLER PLAZA | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10020 | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | <input type="checkbox"/> Other (specify below) | |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 24,854,060 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I | See Footnote (1) (2) (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LUSTIG MATTHEW J 30 ROCKEFELLER PLAZA NEW YORK, NY 10020 | X | ^ | ^ | ^ |

Signatures

Matthew J. Lustig, By: T. Richard Riney,
Attorney-In-Fact

05/16/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Prometheus Senior Quarters LLC ("Prometheus"), a Delaware limited liability company, Lazard Senior Housing Partners LP ("LSHP"), a Delaware limited partnership, and LSHP Coinvestment Partnership I LP ("LSHP Coinvest"), a Delaware limited partnership, collectively, may be deemed to beneficially own 24,854,060 shares of Issuer's common stock. The Managing Members of Prometheus are LFSRI II-CADIM Alternative Partnership L.P., LF Strategic Realty Investors II L.P. and LFSRI II Alternative Partnership L.P., each a Delaware limited partnership, and Lazard Freres Real Estate Investors L.L.C. ("LFREI"), a New York limited liability company, is the general partner of each such limited partnership. Lazard Senior Housing Partners GP LLC ("LSHP GP"), a Delaware limited liability company, is the general partner of LSHP. LSHP Coinvestment I GP LLC ("LSHP Coinvest GP"), a Delaware limited liability company, is the general partner of LSHP Coinvest.

[Continued from previous] Lazard Alternative Investments LLC ("LAI"), a Delaware limited liability company, is the managing member of each of LFREI, LSHP GP and LSHP Coinvest GP. In his capacity as Managing Director of LAI, Managing Principal of LFREI and (2) Managing Principal and Chief Executive Officer of each of LSHP GP and LSHP Coinvest GP, Mr. Lustig may be deemed to be the beneficial owner of the shares of Issuer's common stock reported herein. Mr. Lustig expressly disclaims beneficial ownership of the shares of Issuer's common stock reported herein, except to the extent of his pecuniary interest therein, if any.

(3) On May 13, 2011, Matthew J. Lustig was appointed to the board of directors of the Issuer.

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.