

VENTAS INC

Form 4

January 23, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cobb John D.

(Last) (First) (Middle)

353 N. CLARK STREET, SUITE
3300

(Street)

CHICAGO., IL 60654

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

VENTAS INC [VTR]

3. Date of Earliest Transaction
(Month/Day/Year)

01/21/2015

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 below) ____ Other (specify
below) below)

EVP, Chief Investment Off.

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 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	01/21/2015		A	Amount (1) 11,584	(A) or (D) A \$ 0	42,838	D
Common Stock	01/21/2015		F	1,242 (2)	D \$ 78.34	41,596	D
Common Stock	01/21/2015		A	12,764 (1)	A \$ 0	54,360	D
Common Stock	01/21/2015		F	1,323 (2)	D \$ 78.34	53,037	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 78.34	01/21/2015		A		66,283 (3)		01/21/2015 ⁽⁴⁾	01/21/2025	Common Stock	66,283

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cobb John D. 353 N. CLARK STREET, SUITE 3300 CHICAGO,, IL 60654	EVP, Chief Investment Off.

Signatures

John D. Cobb, By: T. Richard Riney,
Attorney-In-Fact 01/23/2015

__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. 2012 Incentive Plan (the "Plan"). This restricted stock vests in three equal annual installments beginning on the date of the grant.
- (2) Represents shares withheld to pay the taxes on the vesting of restricted stock granted on January 21, 2015 under the Plan.
- (3) Stock options granted by Issuer pursuant to the Plan.
- (4) These options vest in three equal annual installments beginning on the date of the grant.
- (5) As of January 21, 2015, Reporting Person owns options to purchase an aggregate of 146,542 shares of Issuer's common stock.

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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