VENTAS INC Form SC 13G/A February 06, 2004

> SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

> > SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

VENTAS, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

92276F100

(CUSIP Number)

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act(however, see the Notes).

CUS	P No. 92276F100	13G		
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION	NO. OF ABOVE PERSON		
	CRAMER ROSENTHAL MCGLYNN, LLC IRS ID# 13-3156718			
2	CHECK THE APPROPRIATE BOX IF A M	EMBER OF A GROUP*	(a) (b)	2 3
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZA	TION		

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INCORPORATED IN THE STATE OF NEW YORK

_____ _____ NUMBER OF 5 SOLE VOTING POWER SHARES BENEFICIALLY 416,400 _____ 6 SHARED VOTING POWER OWNED BY EACH 358,300 REPORTING -----_____ 7 SOLE DISPOSITIVE POWER PERSON WITH 442,500 _____ _____ 8 SHARED DISPOSITIVE POWER 358,300 _____ 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 800,800 SHARES _____ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* _____ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.0% _____ _____ 12 TYPE OF REPORTING PERSON* ΤA _____ *SEE INSTRUCTIONS BEFORE FILLING OUT (a) Name of Issuer: VENTAS, INC. Item 1. (b) Address of Issuer's Principal Executive Offices: 10350 ORMSBY PARK PLACE SUITE 300 LOUISVILLE KY 40223 Item 2. (a) Name of Person Filing: CRAMER ROSENTHAL MCGLYNN, LLC (b) Address of Principal Business Office: 520 Madison Avenue, New York, New York 10022 (C) Citizenship: INCORPORATED IN THE STATE OF NEW YORK

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(d) Title of Class of Securities:

COMMON STOCK

- (e) CUSIP Number: 92276F100
- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:
 - (a) [] Broker or Dealer registered under Section 15 of the Act
 - (b) [] Bank as defined in section 3(a)(6) of the Act
 - (c) [] Insurance Company as defined in section 3(a)(19)of the Act
 - (d) [] Investment Company registered under section 8 of the Investment Company Act
 - (e) [X] Investment Adviser registered under section 203
 of the Investment Advisers Act of 1940
 - (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F)
 - (g) [] Parent Holding Company, in accordance with section 240.13d-1(b)(1)(ii)(G)
 - (h) [] Group, in accordance with Section 240.13d-1(b)(1)(ii)(H)
- Item 4. Ownership.
- Item 5. Ownership of Five Percent or Less of a Class. ONE CLASS OF STOCK 1.0%
- Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

NOT APPLICABLE

Item 8. Identification and Classification of Members of the Group.

NOT APPLICABLE

Item 9. Notice of Dissolution of Group.

NOT APPLICABLE

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business

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and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature.

/s/ Elizabeth Coley General Counsel

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 1/22/04

lign="top" colspan="2">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)CodeVAmount(A) or (D)Price

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

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 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	nversion (Month/Day/Year) Exe Exercise any ce of (Mo rivative		any		5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	Date	7. Title and J Underlying S (Instr. 3 and	Securities	8. Pr Deri Secu (Inst
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom Stock	<u>(1)</u>	09/30/2010		Р	132.73	(1)	(1)	Common	132.73	\$ 1	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BROOKS FRANK B	Х					
P. O. BOX 709						

TUPELO, MS 38802

Signatures

Frank B. Brooks

09/30/2010

<u>**</u> 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).

The phantom stock units are accrued under the Renasant DSU Plan. The units are settled 100% in the Company's common stock upon the reporting person's retirement or upon approved hardship reasons. The conversion price is one phantom stock unit for one share of the Company's common stock. Dividends are paid quarterly and reinvested on the phantom stock.

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.