

CAFARO DEBRA A
Form 4
February 10, 2006

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 *
CAFARO DEBRA A

2. Issuer Name and Ticker or Trading Symbol
VENTAS INC [VTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10350 ORMSBY PARK PLACE,
SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman, President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LOUISVILLE,, KY 40223

(City) (State) (Zip)

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 | (A) or (D) | Price |
| Common Stock | 02/08/2006 | | M | | 31,000 | A | \$ 11.86 |
| Common Stock | 02/08/2006 | | S(1)(2) | | 1,200 | D | \$ 29.75 |
| Common Stock | 02/08/2006 | | S(1)(2) | | 2,000 | D | \$ 29.76 |
| Common Stock | 02/08/2006 | | S(1)(2) | | 1,900 | D | \$ 29.77 |
| Common Stock | 02/08/2006 | | S(1)(2) | | 200 | D | \$ 29.78 |

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| | | | | | | | |
|--------------|------------|----------------|--------|---|----------|---------|---|
| Common Stock | 02/08/2006 | <u>S(1)(2)</u> | 13,200 | D | \$ 29.8 | 555,788 | D |
| Common Stock | 02/08/2006 | <u>S(1)(2)</u> | 900 | D | \$ 29.81 | 554,888 | D |
| Common Stock | 02/08/2006 | <u>S(1)(2)</u> | 1,000 | D | \$ 29.86 | 553,888 | D |
| Common Stock | 02/08/2006 | <u>S(1)(2)</u> | 700 | D | \$ 29.87 | 553,188 | D |
| Common Stock | 02/08/2006 | <u>S(1)(2)</u> | 700 | D | \$ 29.88 | 552,488 | D |
| Common Stock | 02/08/2006 | <u>S(1)(2)</u> | 100 | D | \$ 29.9 | 552,388 | D |
| Common Stock | 02/08/2006 | <u>S(1)(2)</u> | 1,100 | D | \$ 29.93 | 551,288 | D |
| Common Stock | 02/08/2006 | <u>S(1)(2)</u> | 8,000 | D | \$ 30 | 543,288 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right to Buy) | \$ 11.86 | 02/08/2006 | | M | 31,000 | 01/02/2002 ⁽³⁾ 01/02/2012 | Common Stock 31,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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| | Director | 10% Owner | Officer | Other |
|---|----------|-----------|-----------------------------------|-------|
| CAFARO DEBRA A 10350 ORMSBY PARK PLACE, SUITE 300 LOUISVILLE,, KY 40223 | X | | Chairman, President and CEO | |

Signatures

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

02/10/2006

__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) On January 12, 2006, 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.
- (2) These shares are being sold pursuant to a written non-discretionary Rule 10b5-1(c) sales plan dated November 17, 2005.
- (3) These options were part of a previously reported grant of 173,131 on January 2, 2002, by the Issuer to the Reporting Person that vested in three annual installments beginning on January 2, 2002, January 2, 2003, January 2, 2004.
- (4) Represents total number of unexercised stock options held by Ms. Cafaro as of February 8, 2006.

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