

Brehl Robert J
Form 4
August 01, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Brehl Robert J

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Acct. Off. & Controller

LOUISVILLE,, KY 40223

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

(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	(D)	Price
Common Stock	07/30/2012		M		5,000	A	\$ 32.78
Common Stock	07/30/2012		M		7,936	A	\$ 41.54
Common Stock	07/30/2012		M		7,764	A	\$ 21.57
Common Stock	07/30/2012		S ⁽¹⁾		20,700	D	\$ 67.4229
							24,412.744
							(2) (3)

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

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SEC 1474
(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)	\$ 32.78	07/30/2012		M	5,000	01/03/2007 ⁽⁴⁾ 01/03/2016	Common Stock 5,000
Stock Option (Right to Buy)	\$ 41.54	07/30/2012		M	7,936	01/22/2008 ⁽⁵⁾ 01/22/2018	Common Stock 7,936
Stock Option (Right to Buy)	\$ 21.57	07/30/2012		M	7,764	02/27/2009 ⁽⁶⁾ 02/27/2019	Common Stock 7,764

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brehl Robert J
10350 ORMSBY PARK PLACE, SUITE 300
LOUISVILLE,, KY 40223

Chief Acct. Off. & Controller

Signatures

Robert J. Brehl, By: T. Richard Riney,
Attorney-In-Fact

08/01/2012

**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).

On July 30, 2012, the Reporting Person transmitted to the Securities and Exchange Commission (the "SEC") a Form 144 covering the sale of the Issuer's common stock reported in Table 1. The price reported in column 4 is a weighted average price. These shares were sold

- (1) by the Reporting Person in multiple transactions at prices ranging from \$67.32 to \$67.46, inclusive. The Reporting Person undertakes to provide Issuer, any security holder of Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).
- (2) Includes 174,505 shares acquired on March 29, 2012 and June 29, 2012 under the Ventas, Inc. Distribution Reinvestment and Stock Purchase Plan.
- (3) Includes 116,738 shares acquired between March 13, 2012 and July 31, 2012 under the Ventas Employee and Director Stock Purchase Plan.
- (4) These options were part of a previously reported grant of 5,000 on January 3, 2006 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 3, 2007.
- (5) These options were part of a previously reported grant of 7,936 on January 22, 2008 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 22, 2008.
- (6) These options were part of a previously reported grant of 7,764 on February 27, 2009 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on February 27, 2009.
- (7) Represents total number of unexercised stock options held by the Reporting Person as of July 30, 2012.

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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