

VENTAS INC
Form 4
August 11, 2008

FORM 4

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

OMB APPROVAL

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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 *
LEWIS RAYMOND J

(Last) (First) (Middle)

111 SOUTH WACKER DRIVE,
SUITE 4800

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & Chief Investment Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 (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	08/08/2008		M		36,439	A	\$ 23
Common Stock	08/08/2008		S ⁽¹⁾		200	D	\$ 45.32
Common Stock	08/08/2008		S ⁽¹⁾		400	D	\$ 45.33
Common Stock	08/08/2008		S ⁽¹⁾		400	D	\$ 45.36
Common Stock	08/08/2008		S ⁽¹⁾		600	D	\$ 45.375

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Common Stock	08/08/2008	<u>S(1)</u>	900	D	\$ 45.4	128,544	D
Common Stock	08/08/2008	<u>S(1)</u>	200	D	\$ 45.41	128,344	D
Common Stock	08/08/2008	<u>S(1)</u>	800	D	\$ 45.42	127,544	D
Common Stock	08/08/2008	<u>S(1)</u>	1,200	D	\$ 45.44	126,344	D
Common Stock	08/08/2008	<u>S(1)</u>	900	D	\$ 45.45	125,444	D
Common Stock	08/08/2008	<u>S(1)</u>	400	D	\$ 45.46	125,044	D
Common Stock	08/08/2008	<u>S(1)</u>	1,100	D	\$ 45.47	123,944	D
Common Stock	08/08/2008	<u>S(1)</u>	100	D	\$ 45.48	123,844	D
Common Stock	08/08/2008	<u>S(1)</u>	600	D	\$ 45.49	123,244	D
Common Stock	08/08/2008	<u>S(1)</u>	100	D	\$ 45.5	123,144	D
Common Stock	08/08/2008	<u>S(1)</u>	700	D	\$ 45.51	122,444	D
Common Stock	08/08/2008	<u>S(1)</u>	1,500	D	\$ 45.52	120,944	D
Common Stock	08/08/2008	<u>S(1)</u>	2,300	D	\$ 45.53	118,644	D
Common Stock	08/08/2008	<u>S(1)</u>	1,300	D	\$ 45.54	117,344	D
Common Stock	08/08/2008	<u>S(1)</u>	1,200	D	\$ 45.55	116,144	D
Common Stock	08/08/2008	<u>S(1)</u>	100	D	\$ 45.56	116,044	D
Common Stock	08/08/2008	<u>S(1)</u>	1,200	D	\$ 45.57	114,844	D
Common Stock	08/08/2008	<u>S(1)</u>	600	D	\$ 45.58	114,244	D
Common Stock	08/08/2008	<u>S(1)</u>	300	D	\$ 45.5825	113,944	D
Common Stock	08/08/2008	<u>S(1)</u>	500	D	\$ 45.59	113,444	D
	08/08/2008	<u>S(1)</u>	800	D	\$ 45.6	112,644	D

Common Stock							
Common Stock	08/08/2008	S ⁽¹⁾	700	D	\$ 45.6025	111,944	D
Common Stock	08/08/2008	S ⁽¹⁾	200	D	\$ 45.61	111,744	D
Common Stock	08/08/2008	S ⁽¹⁾	100	D	\$ 45.615	111,644	D
Common Stock ⁽²⁾	08/08/2008	S ⁽¹⁾	100	D	\$ 45.62	111,544	D

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

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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)	\$ 23	08/08/2008		M	36,439	01/13/2004 ⁽³⁾ 01/13/2014	Common Stock 36,439

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEWIS RAYMOND J
111 SOUTH WACKER DRIVE, SUITE 4800
CHICAGO, IL 60606

EVP & Chief Investment Officer

Signatures

Raymond J. Lewis, By: T. Richard Riney,
Attorney-In-Fact

08/11/2008

__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 August 8, 2008, 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) Please see the Reporting Person's subsequent Form 4 filings dated the date hereof which contain additional transactions which are part of one aggregate direction.
- (3) These options were part of a previously reported grant of 36,439 on January 13, 2004 by the Issuer to the Reporting Person that vested in three equal installments on January 13, 2004, January 13, 2005 and January 13, 2006.
- (4) Represents total number of unexercised stock options held by the Reporting Person as of August 8, 2008.

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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