VENTAS INC Form 4 January 04, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SHELTON JAMES D Issuer Symbol VENTAS INC [VTR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 2800 NORTH DALLAS 01/01/2012 below) PARKWAY, SUITE 200 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PLANO,, TX 75093 (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. Securion(A) or D (Instr. 3,	ispose	ed of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	01/01/2012		A	215.4 (1)	A	\$ 55.13	8,132.285	D	
Common Stock	01/01/2012		A	1,028 (2)	A	\$0	9,160.285	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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	\$ 55.13	01/01/2012		A	5,000 (3)	01/01/2012(4)	01/01/2022	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
SHELTON JAMES D 2800 NORTH DALLAS PARKWAY, SUITE 200 PLANO,, TX 75093	X				

Signatures

James D. Shelton, By: T. Richard Riney,
Attorney-In-Fact
01/04/2012

**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).
- Common stock in the form of Units granted under the Ventas Nonemployee Director Deferred Stock Compensation Plan (the "Plan") in (1) lieu of Director fees pursuant to the Director's deferral election. Such Units are payable solely in common stock and subject to the terms and conditions of the Director's deferral election and the Plan.
- Restricted Stock Units granted by Issuer pursuant to the Ventas, Inc. 2006 Stock Plan for Directors (the "Stock Plan"). Such Units are payable solely in common stock and subject to the terms and conditions of the Director's deferral election and the Stock Plan. These Restricted Stock Units vest in two equal annual installments beginning on the first anniversary of the date of grant.
- (3) Stock options granted by Issuer pursuant to the Stock Plan.
- (4) These options vest in two equal annual installments beginning on the date of grant.
- (5) Represents total number of unexercised stock options held by the Reporting Person as of January 1, 2012.

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.

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