VENTAS INC Form 4 August 12, 2008

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wood Brian K			2. Issuer Name <b>and</b> Ticker or Trading Symbol VENTAS INC [VTR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)
10350 ORMSBY PARK PLACE, SUITE 300		LACE,	(Month/Day/Year) 08/08/2008	Director 10% OwnerX Officer (give title Other (specify below)  SVP-Tax
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
LOUISVILLE,	KY 40223		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	on Date, if Transaction(Code (			` ′	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
C			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	08/08/2008		M	5,000	A	\$ 11.2	23,501.601	D	
Common Stock	08/08/2008		S <u>(1)</u>	4,600	D	\$ 46.15	18,901.601	D	
Common Stock	08/08/2008		S <u>(1)</u>	100	D	\$ 46.16	18,801.601	D	
Common Stock	08/08/2008		S(1)	300	D	\$ 46.17	18,675.018 (2)	D	
Common Stock							2,527	I	By IRA

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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.

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. Transactio Code (Instr. 8)	5. Number 6. Date Exercisable and Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 11.2	08/08/2008		M	5,000	01/30/2004(3)	01/30/2013	Common Stock	5,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Wood Brian K						
10350 ORMSBY PARK PLACE, SUITE 300 LOUISVILLE, KY 40223			SVP-Tax			

### **Signatures**

Brian K. Wood, By: T. Richard Riney,
Attorney-In-Fact

08/12/2008

\*\*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) Includes 173.417 shares acquired between January 22, 2008 and August 11, 2008 under the Ventas Employee and Director Stock Purchase Plan.

**(3)** 

Reporting Owners 2

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These options were part of a previously reported grant of 5,000 on January 30, 2003 by the Issuer to the Reporting Person that vested in three equal installments on January 30, 2004, January 30, 2005 and January 30, 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. 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.