

VENTAS INC
Form 4
February 17, 2006

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 *
RINEY T RICHARD

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

LOUISVILLE,, KY 40223

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2006

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)
Exec.V.P., General Counsel

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	(A) or (D)	Price
Common Stock	02/15/2006		M		3,000	A	\$ 19.0836
Common Stock	02/15/2006		S ⁽¹⁾⁽²⁾		1,100	D	\$ 30.15
Common Stock	02/15/2006		S ⁽¹⁾⁽²⁾		200	D	\$ 30.24
Common Stock	02/15/2006		S ⁽¹⁾⁽²⁾		173	D	\$ 30.26
Common Stock	02/15/2006		S ⁽¹⁾⁽²⁾		300	D	\$ 30.3

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Common Stock	02/15/2006	<u>S(1)(2)</u>	200	D	\$ 30.31	292,261	D
Common Stock	02/15/2006	<u>S(1)(2)</u>	227	D	\$ 30.32	292,034	D
Common Stock	02/15/2006	<u>S(1)(2)</u>	300	D	\$ 30.4	291,734	D
Common Stock	02/15/2006	<u>S(1)(2)</u>	500	D	\$ 30.42	291,234	D
Common Stock	02/15/2006	M	2,000	A	\$ 15.6978	293,234	D
Common Stock	02/15/2006	<u>S(1)(2)</u>	2,000	D	\$ 30.15	291,234 ⁽³⁾	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 19.0836	02/15/2006		M	3,000	04/11/1997 ⁽⁴⁾ 04/11/2006	Common Stock	3,000	
Stock Option (Right to Buy)	\$ 15.6978	02/15/2006		M	2,000	07/22/1997 ⁽⁵⁾ 07/22/2006	Common Stock	2,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

RINEY T RICHARD
10350 ORMSBY PARK PLACE, SUITE 300
LOUISVILLE,, KY 40223

Exec.V.P.,
General
Counsel

Signatures

T. Richard 02/17/2006
Riney

**Signature of Date
Reporting Person

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 February 15, 2005, 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 18, 2005.
- (3) Reporting Person also owns 1,300 shares indirectly by IRA.
- (4) These options were part of a previously reported grant of 3,000 on April 11, 1996, by the Issuer to the Reporting Person that vested in four equal installments beginning on April 11, 1997, April 11, 1998, April 11, 1999 and April 11, 2000.
- (5) These options were part of a previously reported grant of 3,500 on July 22, 1996, by the Issuer to the Reporting Person that vested in four equal installments beginning on July 22, 1997, July 22, 1998, July 22, 1999 and July 22, 2000.
- (6) Represents total number of unexercised stock options held by Mr. Riney as of February 15, 2006.

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.