

CAFARO DEBRA A
Form 4
February 04, 2005

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 *
CAFARO DEBRA A

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

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Street)
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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/02/2005		S(1)(2)	400 (3) D \$ 25.7	573,161	D	
Common Stock	02/02/2005		S(1)(2)	360 (3) D \$ 25.71	572,801	D	
Common Stock	02/02/2005		S(1)(2)	600 (3) D \$ 25.72	572,201	D	
Common Stock	02/02/2005		S(1)(2)	800 (3) D \$ 25.73	571,401	D	
Common Stock	02/02/2005		S(1)(2)	800 (3) D \$ 25.75	570,601	D	

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Common Stock	02/02/2005	<u>S(1)(2)</u>	800 <u>(3)</u>	D	\$ 25.83	596,801	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	700 <u>(3)</u>	D	\$ 25.84	569,101	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	1,500 <u>(3)</u>	D	\$ 25.85	567,601	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	500 <u>(3)</u>	D	\$ 25.86	567,101	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	100 <u>(3)</u>	D	\$ 25.87	567,001	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	100 <u>(3)</u>	D	\$ 25.88	566,901	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	600 <u>(3)</u>	D	\$ 25.9	566,301	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	200 <u>(3)</u>	D	\$ 25.91	566,101	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	1,900 <u>(3)</u>	D	\$ 25.92	564,201	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	200 <u>(3)</u>	D	\$ 25.94	564,001	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	2,500 <u>(3)</u>	D	\$ 25.95	561,501	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	1,700 <u>(3)</u>	D	\$ 25.96	559,801	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	1,000 <u>(3)</u>	D	\$ 25.97	558,801	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	100 <u>(3)</u>	D	\$ 25.99	558,701	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	6,021 <u>(3)</u>	D	\$ 26	552,680	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	5,879 <u>(4)</u>	D	\$ 26	546,801	D
Common Stock	02/02/2005	<u>S(1)(2)</u>	2,000 <u>(4)</u>	D	\$ 26.05	544,801 <u>(5)</u>	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)**

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAFARO DEBRA A 10350 ORMSBY PARK PLACE, SUITE 300 LOUISVILLE,, KY 40223	X		Chairman, President and CEO	

Signatures

Debra A. Cafaro, By: T. Richard Riney,
Attorney-In-Fact 02/04/2005

**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 February 2, 2005, the Reporting Person transmitted to the Securities and Exchange Commission a Form 144 covering this 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 sales plan dated November 22, 2004.
- (3) These shares represent the sale of previously reported restricted shares granted under the 2000 Incentive Compensation Plan on January 13, 2003. The shares granted on January 13, 2003 vested in three equal annual installments beginning January 13, 2003.
- (4) These shares represent the sale of previously reported common stock acquired through exercise on December 29, 2003 of derivative securities acquired and reported to Securities and Exchange Commission on March 5, 1999.
- (5) Reporting Person also owns options to purchase 973,238 shares of Issuer's common stock.

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.