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HCP, INC.										
Form 4										
November 1	0, 2008									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB AF	OMB APPROVAL		
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check this box							Expires: January 31			
if no lon subject t		STATEMENT OF CHANGES IN BENEFICIAL OWN				VERSHIP OF		2005		
Section		SECURITIES					Estimated average burden hours per			
Form 4 of	or							response	0.5	
Form 5	Filed purs	uant to Section	16(a) of th	e Securiti	ies Ex	kchange	e Act of 1934,	·		
obligatio) of the Public U	Itility Hol	ding Com	ipany	Act of	1935 or Section	ı		
may con <i>See</i> Instr		30(h) of the I	nvestment	Compan	y Act	of 194	0			
1(b).				-						
(Print or Type	Responses)									
1. Name and A	Address of Reporting P	Person <u>*</u> 2. Issue	er Name an o	d Ticker or	Tradin	g	5. Relationship of	Reporting Person(s) to		
MCKEE MICHAEL D Symb			-				Issuer			
		HCP, I	NC. [HCI	2]						
(Last)	(First) (M	liddle) 3. Date of	of Earliest T	ransaction			(Checl	k all applicable)	
(Lust)	(1130) (14	,		Talisaction			X Director	10%	Owner	
			fonth/Day/Year) 1/07/2008				Officer (give titleOther (specify			
SUITE 300		11, 11/0//2	2000				below)	below)		
50112 500		4 76 4	1				()))))))))))))))))))			
			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
File			d(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
LONG DE							Form filed by M			
LUNG DEA	ACH, CA 90806						Person			
(City)	(State) (Zip) Tat	le I - Non-I	Derivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	y Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit			5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if		on(A) or Dis	-		Securities	Ownership	Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4	and 5)	Beneficially Owned	Form: Direct (D) or	Beneficial Ownership	
		(Wolldin Day Tear)	(11150.0)				Following	Indirect (I)	(Instr. 4)	
							Reported	(Instr. 4)	(11047-1)	
					(A) or		Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	11/07/2000				. ,	\$	004 500	D		
Stock	11/07/2008		М	20,000	А	18.73	204,500	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Reporting Owner Name / Address

Signatures

Eric J. Stambol, Power of Attorney for Michael D.	11/10/2008		
McKee	11/10/2008		
**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).

Director

Х

(1) Shares vest annually at a rate of 20% per year commencing on the first anniversary of the grant date.

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.

Reporting Owners

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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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		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	
Common Stock	\$ 18.73	11/07/2008		М	20,000	<u>(1)</u>	04/24/2013	Common Stock	20,000	

Relationships

3760 KILROY AIRPORT WAY, SUITE 300 LONG BEACH, CA 90806

MCKEE MICHAEL D

Reporting Owners

10% Owner Officer Other