

HENNING EDWARD J  
 Form 4  
 May 07, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HENNING EDWARD J**

(Last) (First) (Middle)  
 3760 KILROY AIRPORT  
 WAY, SUITE 300  
 (Street)

LONG BEACH, CA 90806

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HCP, INC. [HCP]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/03/2013**

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)  
**Executive Vice President**

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	05/03/2013		F		9,003 (1) \$ 53.47	D	
Common Stock	05/06/2013		M		4,579 A \$ 23.34	D	
Common Stock	05/06/2013		M		10,444 A \$ 28.35	D	
Common Stock	05/06/2013		M		3,350 A \$ 36.96	D	
Common Stock	05/06/2013		M		4,732 A \$ 41.64	D	

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Common Stock	05/06/2013		S	23,105	D	\$ 53.4978 (2)	33,928	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 23.34	05/06/2013		M	4,579	01/30/2009 <sup>(3)</sup> 01/30/2019	Common Stock	4,579
Employee Stock Option	\$ 28.35	05/06/2013		M	10,444	01/29/2010 <sup>(3)</sup> 01/29/2020	Common Stock	10,444
Employee Stock Option	\$ 36.96	05/06/2013		M	3,350	01/27/2011 <sup>(3)</sup> 01/27/2021	Common Stock	3,350
Employee Stock Option	\$ 41.64	05/06/2013		M	4,732	01/30/2012 <sup>(3)</sup> 01/30/2022	Common Stock	4,732

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

HENNING EDWARD J  
3760 KILROY AIRPORT WAY  
SUITE 300  
LONG BEACH, CA 90806

Executive Vice President

## Signatures

Troy E. McHenry, VP, Corporate Counsel (Power of Attorney)

05/07/2013

\_\_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) Represents the amount of shares forfeited to satisfy applicable tax withholding obligations in connection with the vesting of restricted stock units.  
The price reported in Column 4 is a weighted average sales price. These shares were sold in multiple transactions at sale prices ranging
- (2) from \$53.4683 to \$53.5600. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (3) Stock options vested and are fully exercisable.

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.