

NATIONWIDE HEALTH PROPERTIES, LLC

Form 4

July 06, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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if no longer
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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 *
PASQUALE DOUGLAS M2. Issuer Name **and** Ticker or Trading
Symbol
**NATIONWIDE HEALTH
PROPERTIES, LLC [NHP]**5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

**610 NEWPORT CENTER DRIVE,
SUITE 1150**3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2011☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
President & CEO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)**NEWPORT BEACH, CA 92660**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock ⁽¹²⁾	07/01/2011		A		124,129	A	<u>(12)</u>	583,468.5	D
Common Stock ⁽¹⁾	07/01/2011		F		57,941	D	\$ 42.27	525,527.5	D
Common Stock ⁽²⁾	07/01/2011		D		158,365.54	D	<u>(2)</u>	367,161.96	D
Common Stock ⁽¹¹⁾	07/01/2011		D		32,300	D	<u>(11)</u>	334,861.96	D
Common Stock ⁽³⁾	07/01/2011		D		334,861.96	D	<u>(3)</u>	0	D

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Common Stock <u>(13)</u>	07/01/2011	D	5,500	D	<u>(13)</u>	0	I	By Wifes' IRA <u>(4)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options - Right to Buy <u>(5)</u>	\$ 18.48	07/01/2011		D		1,233		11/03/2006	11/03/2013	Common Stock	1,233
Employee Stock Options - Right to Buy <u>(6)</u>	\$ 18.48	07/01/2011		D		23,767		11/03/2006	11/03/2014	Common Stock	23,767
Employee Stock Options - Right to Buy <u>(7)</u>	\$ 21.29	07/01/2011		D		48,000		10/19/2007	10/19/2015	Common Stock	48,000
Employee Stock Options - Right to Buy <u>(8)</u>	\$ 25.4	07/01/2011		D		63,597		<u>(8)</u>	02/10/2019	Common Stock	63,597
Employee Stock Options - Right to Buy <u>(9)</u>	\$ 31.97	07/01/2011		D		114,200		<u>(9)</u>	02/09/2020	Common Stock	114,200

Employee

Stock

Options - \$ 38.23 07/01/2011

D

108,900

(10)

02/15/2021

Common
Stock

108,9

Right to

Buy (10)

Reporting Owners

Relationships

Reporting Owner Name / Address

Director

10% Owner

Officer

Other

PASQUALE DOUGLAS M

610 NEWPORT CENTER DRIVE, SUITE 1150

X

President & CEO

NEWPORT BEACH, CA 92660

Signatures

/s/ William Wagner,

attorney-in-fact

07/06/2011

**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) Shares withheld to cover tax withholding due in connection with the vesting of performance shares.

(2) Immediately prior to the Effective Time (as defined in the Agreement and Plan of Merger (the "Merger Agreement"), dated February 27, 2011, by and among Ventas, Inc., Needles Acquisition LLC and Nationwide Health Properties, Inc.), 158,365.54 restricted stock units became fully vested and any restrictions with respect thereto lapsed. At the Effective Time, such shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$6,630,592.35.

(3) At the Effective Time, these shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive 263,402 shares of common stock of Ventas, Inc. having a market value of \$53.74 per share, based on the closing price of Ventas, Inc. common stock on July 1, 2011.

(4) The reporting person disclaims beneficial ownership of these shares held indirectly by such reporting person's wife.

(5) At the Effective Time, these stock options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$28,838.52 (equal to the difference between the VWAP (as defined in the Merger Agreement) of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).

(6) At the Effective Time, these stock options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$555.884.20 (equal to the difference between the VWAP of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).

(7) At the Effective Time, these stock options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$987,787.62 (equal to the difference between the VWAP of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).

(8) Immediately prior to the Effective Time, 33,767 stock options became fully vested and any restrictions with respect thereto lapsed. At the Effective Time, such options and 29,830 previously vested options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$1,047,373.19 (equal to the difference between the VWAP of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).

(9) Immediately prior to the Effective Time, 76,133 stock options became fully vested and any restrictions with respect thereto lapsed. At the Effective Time, such options and 38,067 previously vested options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$1,130,455.39 (equal to the difference between the VWAP of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).

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- (10) At the Effective Time, 108,900 stock options were cancelled pursuant to the Merger Agreement in exchange for the right to receive 85,660 options to purchase shares of common stock of Ventas, Inc. with an exercise price of \$48.60 per share. The stock options will become exercisable as follows: 28,554 on 02/15/2012; 28,553 on 02/15/2013; and 28,553 on 02/15/2014.

- (11) At the Effective Time, 32,300 restricted stock units were cancelled pursuant to the Merger Agreement in exchange for the right to receive 25,407 restricted stock units of Ventas, Inc. The restricted stock units will vest as follows: 8,469 on 02/15/2012; 8,469 on 02/15/2013 and 8,469 on 02/15/2014.

- (12) Shares delivered in connection with the vesting of performance shares.

- (13) At the Effective Time, these shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive 4,326 shares of common stock of Ventas, Inc. having a market value of \$53.74 per share, based on the closing price of Ventas, Inc. common stock on July 1, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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