

KHOURY ABDO H
Form 4
July 06, 2011

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 *
KHOURY ABDO H

2. 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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP, CFO, Chief Portfolio Off.

NEWPORT BEACH, CA 92660

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock <u>(7)</u> | 07/01/2011 | | A | | 25,014 | A | 158,245 |
| Common Stock <u>(1)</u> | 07/01/2011 | | F | | 11,677 | D | \$ 42.27 |
| Common Stock <u>(2)</u> | 07/01/2011 | | D | | 146,568 | D | 0 |
| Common Stock <u>(3)</u> | 07/01/2011 | | D | | 39,017.4473 | D | 1,070.5674 |
| Common Stock <u>(4)</u> | 07/01/2011 | | D | | 1,070.5674 | D | 0 |

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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.

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options - Right to Buy ⁽⁵⁾ | \$ 25.4 | 07/01/2011 | | D | 11,034 | ⁽⁵⁾ 02/10/2019 | Common Stock | 11,034 |
| Employee Stock Options - Right to Buy ⁽⁶⁾ | \$ 31.97 | 07/01/2011 | | D | 25,067 | ⁽⁶⁾ 02/09/2020 | Common Stock | 25,067 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KHOURY ABDO H
610 NEWPORT CENTER DRIVE, SUITE 1150
NEWPORT BEACH, CA 92660

EVP, CFO, Chief Portfolio Off.

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).

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

At the Effective Time (as defined in the Agreement and Plan of Merger (the "Merger Agreement"), dated February 27, 2011, by and

- (2) among Ventas, Inc., Needles Acquisition LLC and Nationwide Health Properties, Inc.), these shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive 115,290 shares of Ventas, Inc. common stock having a market value of \$53.74 per share, based on the closing price of Ventas, Inc. common stock on July 1, 2011.

Immediately prior to the Effective Time, 27,312 restricted stock units became fully vested and any restrictions with respect thereto lapsed.

- (3) At the Effective Time, such shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$1,143,523.64, and the remaining 11,705.4473 restricted stock units terminated at the Effective Time in accordance with their terms.

At the Effective Time, these shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive 842 shares of

- (4) Ventas, Inc. common stock having a market value of \$53.74 per share, based on the closing price of Ventas, Inc. common stock on July 1, 2011.

Immediately prior to the Effective Time, 11,034 stock options became fully vested and any restrictions with respect thereto lapsed. At the

- (5) Effective Time, such options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$181,701.47 (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).

Immediately prior to the Effective Time, 25,067 stock options became fully vested and any restrictions with respect thereto lapsed. At the

- (6) Effective Time, such options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$248,135.95 (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) Shares delivered in connection with the vesting of performance shares.

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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