

HCP, INC.

Form 3

January 21, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

McHenry Troy E.

(Last) (First) (Middle)

1920 MAIN STREET, SUITE
1200

(Street)

IRVINE, CA 92614

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/11/2016

3. Issuer Name and Ticker or Trading Symbol
HCP, INC. [HCP]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

14,197.213 ⁽¹⁾

D

A

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------|---------------------|--------------------|-----------------|----------------------------------|----------|----------------------------------|---|
| Employee Stock Option | Â (2) | 01/27/2021 | Common Stock | 6,200 | \$ 36.96 | D | Â |
| Employee Stock Option | Â (3) | 01/30/2022 | Common Stock | 2,840 | \$ 41.64 | D | Â |
| Employee Stock Option | Â (4) | 01/28/2023 | Common Stock | 3,312 | \$ 46.92 | D | Â |
| Employee Stock Option | Â (5) | 02/03/2024 | Common Stock | 6,723 | \$ 38.83 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McHenry Troy E. 1920 MAIN STREET SUITE 1200 IRVINE,Â CAAÂ 92614 | Â | Â | Â Executive Vice President | Â |

Signatures

Scott A. Graziano, VP, Legal
(Attorney-In-Fact) 01/21/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 9,197 restricted stock unit awards that remain subject to vesting based on continued service pursuant to the applicable award agreements.
- (2) Stock options vested one-fourth (1/4) annually commencing on the first anniversary of the January 27, 2011 grant date.
- (3) Stock options vest one-fourth (1/4) annually commencing on the first anniversary of the January 30, 2012 grant date.
- (4) Stock options vest one-fourth (1/4) annually commencing on the first anniversary of the January 28, 2013 grant date.
- (5) Stock options vest one-third (1/3) annually commencing on the first anniversary of the February 3, 2014 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.