Edgar Filing: HCP, INC. - Form 4

HCP, INC.

| Form 4 May 04, 2015 | 5 | | | | | | | | | | |
|--|---|-----------------------------------|---|---|------------------------|---|--------------------------------|---|---|-----------|--|
| FORM A | | | | | | | | - | OMB APPROVAL | | |
| Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | | |
| Check this if no long subject to Section 16 Form 4 or | er STATEM | IENT O | OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | Expires:January 31, 2005Estimated averageburden hours per response0.5 | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 R | esponses) | | | | | | | | | | |
| 1. Name and Ad SULLIVAN | 2. Issuer Name and Ticker or Trading Symbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
| | | HCP, INC. [HCP] | | | | | (Check all applicable) | | | | |
| (Last) 1920 MAIN | 3. Date of Earliest Transaction(Month/Day/Year)04/30/2015 | | | | | _X_ Director 10% Owner Officer (give title Other (specify below) below) | | | | | |
| | | | | ndment, Dat th/Day/Year) | - | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| IRVINE, CA | 92614 | | | | | | | Form filed by M Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non-Do | erivative S | Securi | ties Ac | quired, Disposed o | f, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | emed on Date, if /Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securi onAcquired Disposed (Instr. 3, | l (A) o l of (D |) | SecuritiesIBeneficially0OwnedI | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common Stock | 04/30/2015 | | | Code V A | Amount 3,000 (1) | or (D) A | Price \$ 0 (2) | (Instr. 3 and 4) 65,720 | 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)

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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. Transact Code (Instr. 8) | 5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Expiration Date (Month/Day/Year) | | Amou Under Secur | le and unt of rlying rities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owna Follo Repo Trans (Instr |
|---|---|---|---|--------------------------------------|---|-----|-------------------------------------|--------------------|------------------------|--|---|---|
| | | | | Code V | 7 (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other SULLIVAN JOSEPH P **1920 MAIN STREET** Х **SUITE 1200** IRVINE, CA 92614 Signatures Troy E. McHenry, SVP, Legal and Human Resources 05/04/2015

(Attorney-In-Fact)

**Signature of Reporting Person

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) Restricted stock units vest in full on the first anniversary of the April 30, 2015 grant date.
- (2) Each restricted stock unit represents the right to receive one share of common stock subject to the specified vesting schedule.

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.

Date