## Edgar Filing: HENNING EDWARD J - Form 4

HENNING I	EDWARD J											
Form 4												
January 30, 2	2012											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL					
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check this box if no longer subject to STATEMENT OF CHANGES									Expires:	January 31,		
					BENEF	<b>ICIA</b>	LOW	NERSHIP OF	•	2005		
	Section 16. SI				ITIES				Estimated average burden hours per			
Form 4 o	or								response	0.5		
Form 5 obligatio	-						-	e Act of 1934,				
may cont								1935 or Section	n			
See Instr	uction	30(h)	of the In	vestment	Compan	y Ac	t of 194	.0				
1(b).												
(Print or Type I	Responses)											
	Address of Reporting	Person <sup>*</sup>	2. Issuer	Name and	Ticker or	Tradi	ng	5. Relationship of	Reporting Pers	on(s) to		
HENNING	EDWARD J		Symbol					Issuer				
HCP,				IC. [HCP	]			(Check all applicable)				
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction					()				
			(Month/D	-				Director		Owner		
	OY AIRPORT W	ΆΥ,	01/26/20	012				XOfficer (give below)	below)	er (specify		
SUITE 300								Executi	ve Vice Preside	ent		
	(Street)			ndment, Da	te Origina	1		6. Individual or Joint/Group Filing(Check				
Filed(Mon				th/Day/Year	)			Applicable Line)				
LONG DE								_X_ Form filed by C Form filed by M	One Reporting Per Iore than One Re			
LONG BEA	ACH, CA 90806							Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction Date			3.	4. Securi			5. Amount of	6. Ownership			
Security (Instr. 3)	(Month/Day/Year)	Executio any	n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)					Securities Beneficially	Form: Direct Indirect (D) or Beneficia Indirect (I) Ownershi			
(Instr. 5)		-						Owned		Ownership		
								Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)				
				Codo V	Amount	or	Drice	(Instr. 3 and 4)				
Common				Code V	Amount 4,332	(D)	Price					
Stock	01/26/2012			А	(1)	А	<u>(2)</u>	157,879	D			
					_		¢					
Common Stock	01/27/2012			F	<u>398 (3)</u>	D	\$ 41.02	157,481	D			

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

Stock

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

41.92

## Edgar Filing: HENNING EDWARD J - Form 4

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. Transactio Code (Instr. 8)	e of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
Repo	rting O	wners		Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
R	eporting Own	ner Name / Address					ationships					
			Director	10% Ow			cer			Other		
T TTO TO TTO T		D I										

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

## Signatures

Eric J. Stambol, Power of Attorney for Edward J. Henning

\*\*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).
- Represents the number of restricted stock units that were certified on January 26, 2012 based on the issuer's satisfaction of certain (1)performance criteria. Accordingly, the restricted stock units vest 25% each year on the anniversary of the January 27, 2011 grant.
- (2) Each restricted stock unit represents the right to receive one share of common stock subject to meeting the specified vesting schedule.
- Represents the amount of shares of common stock withheld to satisfy applicable tax obligations in connection with the vesting schedule (3) of restricted stock units.

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.

01/30/2012

Date

**Executive Vice President**