

HERZOG THOMAS M  
Form 4  
February 14, 2019

**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 \*  
**HERZOG THOMAS M**

2. Issuer Name and Ticker or Trading Symbol  
**HCP, INC. [HCP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1920 MAIN STREET, SUITE 1200**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/13/2019**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

**IRVINE, CA 92614**

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	07/20/2018		G	V 22,604 D \$ 0	78,871	D	
Common Stock	02/13/2019		F	5,880 (1) D \$ 30.39	72,991	D	
Common Stock	02/13/2019		A	77,172 (2) A \$ 0 (3)	150,163	D	
Common Stock	02/13/2019		A	4,731 (4) A \$ 0 (3)	154,894	D	
Common Stock	02/14/2019		F	10,400 (5) D \$ 30.75	144,494	D	

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Common Stock	02/14/2019	F	782 (6)	D	\$ 30.75	143,712	D	
Common Stock						55,112	I	Family Trust

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

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERZOG THOMAS M 1920 MAIN STREET SUITE 1200 IRVINE, CA 92614	X		President and CEO	

## Signatures

Scott A. Graziano, SVP, Legal  
(Attorney-In-Fact) 02/14/2019

\_\_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) This forfeiture of shares to satisfy applicable tax withholding does not constitute a sale transaction. Pursuant to the award agreement, shares are required to be forfeited to satisfy applicable tax withholding in connection with the vesting of restricted stock units granted on

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February 13, 2017.

(2) Represents the number of performance-based restricted stock units previously granted to the reporting person by the Company on February 14, 2018. Following certification of the performance results, the performance conditions were determined to have been satisfied on February 13, 2019, resulting in one-third (1/3) vesting on the first anniversary of the grant date, and one-third (1/3) eligible to vest on each of the second and third anniversaries of the grant date.

(3) Each restricted stock unit represents the right to receive one share of common stock, subject to the applicable vesting schedule.

(4) Represents the number of performance-based restricted stock units previously granted to the reporting person by the Company on October 3, 2018. Following certification of the performance results, the performance conditions were determined to have been satisfied on February 13, 2019, resulting in one third (1/3) vesting on February 14, 2019, and one-third (1/3) eligible to vest on each of the first and second anniversaries of the February 14, 2019 vest date.

(5) This forfeiture of shares to satisfy applicable tax withholding does not constitute a sale transaction. Pursuant to the award agreement, shares are required to be forfeited to satisfy applicable tax withholding in connection with the vesting of restricted stock units granted on February 14, 2018.

(6) This forfeiture of shares to satisfy applicable tax withholding does not constitute a sale transaction. Pursuant to the award agreement, shares are required to be forfeited to satisfy applicable tax withholding in connection with the vesting of restricted stock units granted on October 3, 2018.

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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