

HENNING EDWARD J

Form 4

June 19, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENNING EDWARD J

(Last) (First) (Middle)

**3760 KILROY AIRPORT WAY,
SUITE 300**

(Street)

LONG BEACH, CA 90806

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	06/15/2012		S ⁽¹⁾	7,200 D	\$ 43 147,322	D	
Common Stock	06/15/2012		M ⁽¹⁾	40,000 A	\$ 31.95 187,322	D	
Common Stock	06/15/2012		S ⁽¹⁾	40,000 D	\$ 42.7945 147,322	D	
Common Stock	06/18/2012		S ⁽¹⁾	12,800 D	\$ 43.576 134,522	D	
Common Stock	06/18/2012		M ⁽¹⁾	21,811 A	\$ 31.95 156,333	D	

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Common Stock	06/18/2012	S ⁽¹⁾	21,811	D	\$ 43.7584 (4)	134,522	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Option	\$ 31.95	06/15/2012		M ⁽¹⁾	40,000	⁽⁵⁾ 01/25/2018	Common Stock	40,000
Employee Stock Option	\$ 31.95	06/18/2012		M ⁽¹⁾	21,811	⁽⁵⁾ 01/25/2018	Common Stock	21,811

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Executive Vice President

Signatures

Troy E. McHenry, Vice President, Corporate Counsel & Asst. Corporate Secretary (Power of Attorney for Reporting Person)

06/19/2012

__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) The stock option exercises and stock sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 2, 2012.

The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at sale prices ranging

- (2) from \$42.75 to \$42.95. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at sale prices ranging

- (3) from \$43.00 to \$43.86. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at sale prices ranging

- (4) from \$43.75 to \$43.86. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

- (5) Options vest 20% annually commencing on the first anniversary of the January 25, 2008 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.

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