

HEALTH CARE PROPERTY INVESTORS INC

Form 4

May 24, 2005

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 *
ROATH KENNETH B

2. Issuer Name **and** Ticker or Trading
Symbol
**HEALTH CARE PROPERTY
INVESTORS INC [HCP]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3760 KILROY AIRPORT WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

LONG BEACH, CA 90806

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)
Common Stock	05/20/2005		M	100,000	A \$ 17.925	516,922	D
Common Stock	05/20/2005		D	100,000	D \$ 26.7008 (1)	416,922	D
Common Stock	05/23/2005		M	180,000	A \$ 17.925	596,922	D
Common Stock	05/23/2005		D	180,000	D \$ 27.0532 (2)	416,922	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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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount o Number o Shares
Common Stock	\$ 17.925	05/20/2005		M	100,000	(3) 05/07/2008	Common Stock 100,000
Common Stock	\$ 17.925	05/23/2005		M	180,000	(3) 05/07/2008	Common Stock 180,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROATH KENNETH B 3760 KILROY AIRPORT WAY LONG BEACH, CA 90806	X

Signatures

By Alan C. Vital, Power of Attorney for Kenneth B.
Roath 05/24/2005

__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) Represents the average sales price ranging from \$26.70 - \$26.80.
- (2) Represents the average sales price ranging from \$27.00 - \$27.13.
- (3) Shares vested annually at a rate of 20% per year commencing on January 2, 2003 (the first anniversary of the grant date) and 100% became fully exercisable upon Mr. Roath's retirement as an employee of the company on May 8, 2005.

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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