## Edgar Filing: HCP, INC. - Form 4

HCP, INC.												
Form 4												
April 30, 201												
FORM	4									PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check this if no longe									Expires:	January 31,		
subject to	STATI	EMENT O	<b>F CHAN</b>	GES IN BENEFICIAL OWNERSH				NERSHIP OF	Estimated	2005 average		
Section 16	Section 16. SE				ECURITIES				burden hours per			
Form 4 or Form 5							response	0.5				
obligation	· · ·							ge Act of 1934,				
may conti	nue. Section 1		) of the Inv	•	•	• •		f 1935 or Sectio	n			
See Instru- 1(b).	ction	50(II	) of the my	vestment	Company	y Act	. 01 19	40				
1(0).												
(Print or Type R	esponses)											
1. Name and Address of Reporting Person <sup>*</sup> 2. Issuer Name <b>and</b> Ticker or Tradin					g	5. Relationship of Reporting Person(s) to						
			Symbol	Symbol HCP, INC. [HCP]				Issuer				
			HCP, IN					(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				( all applicable)					
			(Month/Da	ay/Year)				_X_ Director		6 Owner		
			04/26/20	/26/2012 <u></u>				Officer (give title Other (specify below) below)				
SUITE 300								0010 (1)	0010 (1)			
(Street)			4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	Filed(Mon	Filed(Month/Day/Year)				Applicable Line)						
		<i>c</i>						_X_Form filed by Form filed by M	1 0			
LONG BEA	CH, CA 9080	6						Person		1 0		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction I			3.	4. Securi			5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Ye		ion Date, if		onAcquired			Securities	Form: Direct	Indirect Beneficial		
(Instr. 3)		any (Month	Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				Beneficially Owned		Ownership			
		,		. ,				Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported				
						or		Transaction(s) (Instr. 3 and 4)				
Comment				Code V	Amount	(D)	Price	(				
Common Stock	04/26/2012			А	3,000 (1)	А	<u>(2)</u>	15,000	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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MARTIN LAURALEE 3760 KILROY AIRPORT WAY, SUITE 300 LONG BEACH, CA 90806	Х					
Signatures						
Eric J. Stambol, Power of Attorney for Laurale Martin	e E.	04/3	80/2012			
<u>**Signature of Reporting Person</u>		I	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) Restricted stock units vest 25% per year commencing on the first anniversary of the April 26, 2012 grant.
- (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.