

HENNING EDWARD J
 Form 4
 February 22, 2013

FORM 4

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

OMB APPROVAL

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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 *
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)
02/20/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/20/2013 | | M | | 17,734 | A | \$ 31.95 |
| Common Stock | 02/20/2013 | | M | | 24,579 | A | \$ 23.34 |
| Common Stock | 02/20/2013 | | M | | 5,222 | A | \$ 28.35 |
| Common Stock | 02/20/2013 | | S | | 47,535 | D | \$ 48.2533 |
| | | | | | | | <u>(1)</u> |
| Common Stock | 02/21/2013 | | M | | 774 | A | \$ 31.95 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------------------|--------|---|
| Common Stock | 02/21/2013 | M | 3,350 | A | \$ 36.96 | 67,055 | D |
| Common Stock | 02/21/2013 | S | 4,124 | D | \$ (2) 48.1468 | 62,931 | D |
| Common Stock | 02/22/2013 | S | 10,000 | D | \$ (3) 48.522 | 52,931 | D |

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 31.95 | 02/20/2013 | | M | 17,734 | 01/25/2008 ⁽⁴⁾ | 01/25/2018 | Common Stock | 17,734 |
| Employee Stock Option | \$ 23.34 | 02/20/2013 | | M | 24,579 | 01/30/2009 ⁽⁵⁾ | 01/30/2019 | Common Stock | 24,579 |
| Employee Stock Option | \$ 28.35 | 02/20/2013 | | M | 5,222 | 01/29/2010 ⁽⁶⁾ | 01/29/2020 | Common Stock | 5,222 |
| Employee Stock Option | \$ 31.95 | 02/21/2013 | | M | 774 | 01/25/2008 ⁽⁴⁾ | 01/25/2018 | Common Stock | 774 |
| Employee Stock Option | \$ 36.96 | 02/21/2013 | | M | 3,350 | 01/27/2011 ⁽⁷⁾ | 01/27/2021 | Common Stock | 3,350 |

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, VP, Corporate Counsel (Power of Attorney)

02/22/2013

**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) The price reported in Column 4 is a weighted average sales price. These shares were sold in multiple transactions at sale prices ranging from \$48.0000 to \$48.5429. 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.

(2) The price reported in Column 4 is a weighted average sales price. These shares were sold in multiple transactions at sale prices ranging from \$48.0900 to \$48.2400. 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.

(3) The price reported in Column 4 is a weighted average sales price. These shares were sold in multiple transactions at sale prices ranging from \$48.3400 to \$48.6000. 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.

(4) Stock options vest 20% annually commencing on the first anniversary of the January 25, 2008 grant date and are fully exercisable.

(5) Stock options vest 20% annually commencing on the first anniversary of the January 30, 2009 grant date.

(6) Stock options vest 20% annually commencing on the first anniversary of the January 29, 2010 grant date.

(7) Stock options vest 25% annually commencing on the first anniversary of the January 27, 2011 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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