

HERZOG THOMAS M
Form 4
October 26, 2017

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)
10/25/2017

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	10/10/2017		G	V 10,719 (1) D \$ 0	53,572	D	
Common Stock	10/10/2017		G	V 10,719 (1) A \$ 0	10,719	I	Family Trust
Common Stock	10/25/2017		A	58,515 (2) A \$ 0 (3)	112,087	D	
Common Stock	10/25/2017		F	11,699 (4) D \$ 25.36	100,388	D	

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 Beneficially Owned (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) 10/26/2017

__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) Gift by the reporting person to a family trust in which the reporting person retains a pecuniary interest.
Represents the number of performance-based restricted stock units previously granted to the reporting person by the Company on June 27, 2016. The Compensation Committee determined on October 25, 2017, that the performance conditions had been satisfied, resulting in
 - (2) one-third (1/3) vesting on that determination 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) 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 the restricted stock units

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referenced in footnote 2 above.

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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