Edgar Filing: GALLAGHER PAUL F - Form 4

| GALLAGHI | ER PAUL F | | | | | | | | | | | |
|--|---|------------------|--|---|-------------|----------------|---|--|--|----------------------|--|--|
| Form 4 | | | | | | | | | | | | |
| February 01, | 2012 | | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | | OMB AF | OMB APPROVAL | | |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | | | |
| Subject to Section 16. Form 4 or | | | | NGES IN BENEFICIAL OWNERSHIP OF SECURITIES 6(a) of the Securities Exchange Act of 1934, | | | | | Expires: January 31 2009 Estimated average burden hours per response 0.9 | | | |
| may cont See Instru 1(b). | tinue. Section I | | Public Ut of the In | • | • | | | 1935 or Section 0 | n | | | |
| (Print or Type I | Responses) | | | | | | | | | | | |
| GALLAGHER PAUL F Symb | | | Symbol | 2. Issuer Name and Ticker or Trading Symbol HCP, INC. [HCP] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) 3760 KILR SUITE 300 | (First) OY AIRPORT | (Middle) WAY, | 3. Date of (Month/D 02/01/20 | - | ransaction | | | Director X Officer (give below) | 10% | Owner er (specify | | |
| | | | nendment, Date Original Ionth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | | |
| LONG BEA | ACH, CA 90800 | 5 | | | | | | Form filed by M Person | | | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-J | Derivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | | |
| 1.Title of Security (Instr. 3) | ecurity (Month/Day/Year) Execution Date, if | | | 3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| Common Stock | 02/01/2012 | | | Code V S(1) | Amoun 1,000 | or (D) D | Price \$ 42.19 | (Instr. 3 and 4) 235,856 | 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. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owno 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 | | | |
| GALLAGHER PAUL F 3760 KILROY AIRPORT WAY, SUITE 300 LONG BEACH, CA 90806 | | | Executive Vice President | | | | |
| Signatures | | | | | | | |
| Eric J. Stambol, Power of Attorney for Paul F. Gallagher | | 02/01 | /2012 | | | | |
| **Signature of Reporting Person | | Da | te | | | | |
| Evalenction of Decrements | _ | | | | | | |

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 stock sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 26, 2011.

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.