

HEALTH CARE PROPERTY INVESTORS INC  
 Form 4  
 May 18, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/16/2005**

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

**3760 KILROY AIRPORT WAY**

(Street)

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

**LONG BEACH, CA 90806**

(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 Ownership: Beneficial or Indirect (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 05/16/2005                           |  | M                              |   | 160,000 A \$ 18.42  | 576,922  | D   |
| Common Stock                    | 05/16/2005                           |  | D                              |   | 160,000 D \$ 26.0641  | 416,922  | D   |
| Common Stock                    | 05/17/2005                           |  | M                              |   | 200,000 A \$ 17.925   | 616,922  | D   |
| Common Stock                    | 05/16/2005                           |  | D                              |   | 200,000 D \$ 26.0655  | 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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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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Common Stock                               | \$ 18.42   | 05/16/2005                           |  | M                              | 160,000   | <u>(3)</u> 05/07/2008                                    | 05/07/2008  | Common Stock | 160,000                    |
| Common Stock                               | \$ 17.925  | 05/17/2005                           |  | M                              | 200,000   | <u>(4)</u> 05/07/2008                                    | 05/07/2008  | Common Stock | 200,000                    |

## Reporting Owners

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

## Signatures

By Alan C. Vital, Power of Attorney for Kenneth B. Roath 05/18/2005

\_\_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 \$26.00 - \$26.24.

(2) Represents the average sales price ranging from \$26.00 - \$26.27.

(3) Shares vested annually at a rate of 20% per year commencing on January 31, 2004 (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.

(4) 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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