

STOKES THOMAS ANDREW
Form 4
August 23, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
STOKES THOMAS ANDREW

2. Issuer Name and Ticker or Trading Symbol
LTC PROPERTIES INC [LTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2829 TOWNSGATE ROAD, SUITE 350

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Marketing/Strat. Planning

(Street)
WESTLAKE VILLAGE, CA 91361

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 08/21/2012 | | S | 800 D \$ 33.12 | 39,622 | D | |
| Common Stock | 08/21/2012 | | S | 2,166 D \$ 33.13 | 37,456 | D | |
| Common Stock | 08/21/2012 | | S | 3,858 D \$ 33.14 | 33,598 | D | |
| Common Stock | 08/21/2012 | | S | 1,117 D \$ 33.15 | 32,481 | D | |
| Common Stock | 08/21/2012 | | S | 359 D \$ 33.16 | 32,122 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 08/21/2012 | S | 500 | D | \$ 33.18 | 31,622 | D |
| Common Stock | 08/21/2012 | S | 200 | D | \$ 33.2 | 31,422 | D |
| Common Stock | 08/21/2012 | S | 200 | D | \$ 33.27 | 31,222 | D |
| Common Stock | 08/21/2012 | S | 300 | D | \$ 33.37 | 30,922 | D |
| Common Stock | 08/21/2012 | S | 400 | D | \$ 33.38 | 30,522 | D |
| Common Stock | 08/21/2012 | S | 700 | D | \$ 33.39 | 29,822 | D |
| Common Stock | 08/21/2012 | S | 1,200 | D | \$ 33.4 | 28,622 | D |
| Common Stock | 08/21/2012 | S | 600 | D | \$ 33.41 | 28,022 | D |
| Common Stock | 08/21/2012 | S | 100 | D | \$ 33.42 | 27,922 | D |
| Common Stock | 08/21/2012 | S | 779 | D | \$ 33.43 | 27,143 | D |
| Common Stock | 08/21/2012 | S | 1,000 | D | \$ 33.44 | 26,143 | D |
| Common Stock | 08/21/2012 | S | 1,221 | D | \$ 33.45 | 24,922 | D |
| Common Stock | 08/21/2012 | S | 300 | D | \$ 33.46 | 24,622 | D |
| Common Stock | 08/21/2012 | S | 500 | D | \$ 33.52 | 24,122 | D |
| Common Stock | 08/21/2012 | S | 700 | D | \$ 33.54 | 23,422 | 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.

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pri Deriv Secur (Instr |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|---------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|---------------------------|

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| Derivative Security | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------|----------|---|---|------------------|-----------------|--------------|----------------------------|
| | | Code | V | | | | |
| Stock Options | \$ 23.47 | | | 06/08/2008 | 06/08/2015 | Common Stock | 10,000 |
| Stock Options | \$ 23.47 | | | 06/08/2009 | 06/08/2016 | Common Stock | 10,000 |
| Stock Options | \$ 23.47 | | | 06/08/2010 | 06/08/2017 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STOKES THOMAS ANDREW 2829 TOWNSGATE ROAD SUITE 350 WESTLAKE VILLAGE, CA 91361 | | | SVP, Marketing/Strat. Planning | |

Signatures

/s/ T. Andrew
Stokes

08/23/2012

**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).

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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