

HEALTH CARE PROPERTY INVESTORS INC
Form 8-K
February 09, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

February 9, 2007

Date of Report (Date of earliest event reported)

HEALTH CARE PROPERTY INVESTORS, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State of Incorporation)

001-08895
(Commission File Number)

33-0091377
(IRS Employer
Identification Number)

**3760 Kilroy Airport Way
Suite 300
Long Beach, California 90806**
(Address of principal executive offices) (Zip Code)

(562) 733-5100
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

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On February 9, 2007, Health Care Property Investors, Inc. (the Company) filed a prospectus supplement relating to 429,744 shares (the Shares) of the Company s common stock, par value \$1.00 per share, that may be sold from time to time by the selling stockholder named therein. The Company will not receive any proceeds from the sale of the Shares by the selling stockholder.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 5.1 | Opinion of Ballard Spahr Andrews & Ingersoll, LLP. |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEALTH CARE PROPERTY INVESTORS, INC.

Date: February 9, 2007

By: /s/ Edward J. Henning
Name: Edward J. Henning
Title: Executive Vice President, General Counsel and
Corporate Secretary

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EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 5.1 | Opinion of Ballard Spahr Andrews & Ingersoll, LLP. |

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