

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

LTC PROPERTIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

MARYLAND
(State of Incorporation or Organization)

71-0720518
(I.R.S. Employer Identification No.)

**22917 Pacific Coast Hwy, Suite 350
Malibu, California 90265
(310) 455-6010**
(Address of Principal Executive Offices and Zip Code)

SECURITIES TO BE REGISTERED PURSUANT TO
SECTION 12(b) OF THE ACT:

8.0% Series F Cumulative Preferred Stock
(Title of Each Class to be so Registered)

New York Stock Exchange
(Name of Each Exchange on Which Each Class is to be Registered)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. ☐ o

Securities Act registration statement file number to which this form relates:
333-106555

SECURITIES TO BE REGISTERED PURSUANT TO
SECTION 12(g) OF THE ACT:

None

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ITEM 1. Description of Registrant's Securities to be Registered.

A description of the 8.0% Series F Cumulative Preferred Stock ("Series F Preferred Stock") to be registered hereunder is contained in the section entitled "Series F Preferred Stock" on pages S-15 through S-21 of the Prospectus Supplement dated February 18, 2004, as filed pursuant to Rule 424(b) of the Securities Act of 1933, as amended ("Securities Act"). Such description is incorporated herein by reference. Such shares of Series F Preferred Stock were registered under the Securities Act as part of Registration Statement on Form S-3 No. 333-106555, as amended by Post-Effective Amendment No. 1, which Post-Effective Amendment was declared effective by the Commission on September 12, 2003 (the "Registration Statement").

ITEM 2. Exhibits.

Exhibit Number	Description
2.1	Amended and Restated Articles of Incorporation of the Registrant. (1)
2.2	Amended and Restated By-Laws of the Registrant. (2)
2.3	Articles Supplementary Classifying 3,080,000 shares of 9.5% Series A Cumulative Preferred Stock of the Registrant. (3)
2.4	Articles of Amendment of the Registrant. (4)
2.5	Articles Supplementary Classifying 2,000,000 shares of 9.0% Series B Cumulative Preferred Stock of the Registrant. (5)
2.6	Certificate of Amendment to Amended and Restated Bylaws of the Registrant. (6)
2.7	Articles Supplementary classifying 2,000,000 shares of 8.5% Series C Cumulative Convertible Preferred Stock of the Registrant. (7)
2.8	Articles Supplementary Classifying 40,000 shares of Series D Junior Participating Preferred Stock of the Registrant. (8)
2.9	Articles Supplementary reclassifying 5,000,000 shares of common stock to preferred stock. (9)
2.10	Certificate of Amendment to Amended and Restated Bylaws of the Registrant. (10)

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Exhibit Number	Description
2.11	Articles Supplementary classifying 2,200,000 shares of 8.5% Series E Cumulative Convertible Preferred Stock of the Registrant. (11)
2.12	Articles Supplementary Classifying the Series F Preferred Stock. (12)
2.13	Specimen share certificate for the Series F Preferred Stock.

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- (1) Filed as Exhibit 3.1 to Registrant's Form 8-K dated June 19, 1997 and incorporated herein by reference.
- (2) Filed as Exhibit 3.1 to Registrant's Form 10-Q for the quarter ended June 30, 1996 and incorporated herein by reference
- (3) Filed as Exhibit 3.2 to Registrant's Form 8-K dated June 19, 1997 and incorporated herein by reference.
- (4) Filed as Exhibit 3.3 to Registrant's Form 8-K dated June 19, 1997 and incorporated herein by reference.
- (5) Filed as Exhibit 2.5 to Registrant's Form 8-A dated December 15, 1997 and incorporated herein by reference.
- (6) Filed as Exhibit 3.1 to Registrant's Form 10-Q for the quarter ended September 30, 1998 and incorporated herein by reference.
- (7) Filed as Exhibit 3.2 to Registrant's Form 10-Q for the quarter ended September 30, 1998 and incorporated herein by reference.
- (8) Filed as Exhibit 4.7 to Registrant's Registration Statement on Form 8-A filed on May 9, 2000 and incorporated herein by reference.
- (9) Filed as Exhibit 3.1 to Registrant's Form S-3 as filed on June 27, 2003 and incorporated herein by reference.
- (10) Filed as Exhibit 3.10 to Amendment No. 2 to Registrant's Form S-3 dated August 29, 2003 and incorporated herein by reference.
- (11) Filed as Exhibit 3.2 to Registrant's Form 8-K dated September 15, 2003 and incorporated herein by reference.
- (12) Filed as Exhibit 4.1 to Registrant's Form 8-K dated February 18, 2004 and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

February 20, 2004

LTC PROPERTIES, INC.
("Registrant")

By: /s/ Wendy Simpson

Wendy L. Simpson
Vice Chairman and Chief Financial Officer
(Principal Financial and Accounting Officer)



SERIES F

THIS CERTIFICATE IS TRANSFERABLE IN
NEW YORK, NY OR CHICAGO, IL



SERIES F

Certificate
Number
ZQ 000062

Shares
600620
600620
600620
600620
600620
600620

LTC PROPERTIES, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF MARYLAND

THIS CERTIFIES THAT

MR. SAMPLE & MRS. SAMPLE &
MR. SAMPLE & MRS. SAMPLE

is the owner of

*** SIX HUNDRED THOUSAND
SIX HUNDRED AND TWENTY ***

CUSIP 502175 60 7

SEE REVERSE FOR CERTAIN DEFINITIONS
The Shares Endorsed Hereby Are Subject to
Restrictions on Ownership and Transfer As More
Fully Described on the Reverse Side Hereof.

FULLY PAID AND NON-ASSESSABLE SHARES OF THE 8% SERIES F CUMULATIVE PREFERRED STOCK
LIQUIDATION PREFERENCE \$25.00 PER SHARE OF

LTC Properties, Inc. transferable on the books of the Corporation by the holder hereof in person or by duly
authorized attorney upon surrender of this Certificate properly endorsed. Transfers of fractions of whole shares of
the Corporation shall not be made, except as may otherwise be provided in the Charter or By-Laws of the
Corporation. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Witness the facsimile seal of said Corporation and the facsimile signatures of its duly authorized officers.

Chairman of the Board

Secretary



DATED <<Month Day, Year>>

COUNTERSIGNED AND REGISTERED:
COMPUTERSHARE INVESTOR SERVICES, LLC.
(CHICAGO)
TRANSFER AGENT AND REGISTRAR.

By _____
AUTHORIZED SIGNATURE

SECURITY INSTRUCTIONS ON REVERSE

0039

LTC PROPERTIES, INC.

CLASSES OF STOCK

The Corporation is authorized to issue more than one class of capital stock consisting of Common Stock, Excess Common shares, one or more series of Preferred Stock and one of more series of Excess Preferred Shares. The Board of Directors of the Corporation is authorized to determine the designations and any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, terms and conditions of redemption of any class or series of Preferred Stock before the issuance of such class or series. The Corporation will furnish, without charge, to any shareholder making a written request therefor, a written statement of the information required by Section 2-211(b) of the Corporations and Associations Articles of the Annotated Code of Maryland with respect to (i) the designations and any preferences, conversion and other rights, voting powers, restriction, limitations as to dividends, qualifications and terms and conditions of redemption of each class or series of stock which the Corporation is authorized to issue, (ii) the differences in the relative rights and preferences between the shares of each series to the extent set, and (iii) the authority of the Board of Directors to set such rights and preferences of subsequent series. Requests for such written statements may be directed to the secretary of the Corporation at the principal office of the Corporation.

RESTRICTIONS ON OWNERSHIP AND TRANSFER

The shares represented by this certificate are subject to restrictions on ownership and transfer for the purpose of the Corporation’s maintenance of its status as a “real estate investment trust” under the Internal Revenue Code of 1986, as amended. Except as otherwise provided pursuant to the Charter of the Corporation, no person may beneficially own or constructively own in excess of 9.8% of the number of then outstanding shares of any class or series of stock of the Corporation, with certain further restrictions and exceptions set forth in the Corporation’s Charter. Transfer or ownership of shares in violation of the foregoing restrictions causes such shares to be automatically converted into Excess Shares. Excess Shares have limited economic rights, no voting rights and the Corporation has an option to redeem Excess Shares under certain circumstances. In addition, notwithstanding any other provision of the Charter of the Corporation to the contrary, any purported acquisition of shares of stock of the Corporation that would result in the disqualification of the Corporation as a real estate investment trust shall be null and void *ab initio*. All capitalized terms in this legend have the meanings ascribed to them in the Charter of the Corporation, a copy of which, including the restrictions on transfer and ownership, will be furnished, without charge, to each holder of shares of stock of the Corporation who directs a request therefor to the secretary of the Corporation at the principal office of the Corporation.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	- as tenants in common	UNIF GIFT MIN ACT-	Custodian
	-		
TEN ENT	- as tenants by the entireties	(Cust) under Uniform Gifts to Minors Act	(Minor)
			(State)
JT TEN	- as joint tenants with right of survivorship and not		
	- as tenants in common		

Additional abbreviations may also be used though not in the above list.

For value received, hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY
OR OTHER IDENTIFYING NUMBER
OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated: 20 Signature:

Signature:

Notice: THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.