

WELLTOWER INC.
Form 4
February 09, 2016

FORM 4

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

OMB APPROVAL

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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 *
KLIPSCH FRED S

(Last) (First) (Middle)

**C/O WELLTOWER INC., 4500
DORR STREET**

(Street)

TOLEDO, OH 43615

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WELLTOWER INC. [HCN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/07/2016 | | M | 511 A \$0 (1) | 511 | D | |
| Common Stock | 02/06/2016 | | M | 563 A \$0 (2) | 1,074 | D | |
| Common Stock | 02/05/2016 | | M | 1,532 A \$0 (3) | 2,606 | D | |
| Common Stock | | | | | 17,269 | I | Revocable Trust (4) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Deferred Stock Units | \$ 0 ⁽⁵⁾ | 02/07/2016 | | M | 511 | 02/07/2016 ⁽⁵⁾ 02/07/2016 ⁽⁵⁾ | Common 511 |
| Deferred Stock Units | \$ 0 ⁽⁶⁾ | 02/06/2016 | | M | 563 | 02/06/2016 ⁽⁶⁾ 02/06/2016 ⁽⁶⁾ | Common 563 |
| Deferred Stock Units | \$ 0 ⁽⁷⁾ | 02/05/2016 | | M | 1,532 | 02/05/2016 ⁽⁷⁾ 02/05/2016 ⁽⁷⁾ | Common 1,532 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KLIPSCH FRED S C/O WELLTOWER INC. 4500 DORR STREET TOLEDO, OH 43615 | | X | | |

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Fred S. Klipsch

02/09/2016

**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) The reported transaction was a vesting of 511 deferred stock units on February 7, 2016, resulting in the issuance of 511 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

(2) The reported transaction was a vesting of 563 deferred stock units on February 6, 2016, resulting in the issuance of 563 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

(3) The reported transaction was a vesting of 1,532 deferred stock units on February 5, 2016, resulting in the issuance of 1,532 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

(4) The Fredrick S. Klipsch 2010 Amended and Restated Revocable Trust UAD 4/8/2010. Includes 8,752 shares previously owned directly that were transferred to such trust on December 8, 2015 and 676 shares previously owned directly that were transferred to such trust on December 28, 2015.

(5) These deferred stock units were granted without cash consideration on February 7, 2013 under the Amended and Restated Welltower Inc. 2005 Long-Term Incentive Plan. Each deferred stock unit represents a right to receive one share of common stock of Welltower Inc. at the time of vesting of the unit. These deferred stock units vest in three installments, with 512 units having vested on February 7, 2014, 511 units having vested on February 7 of each of 2015 and 2016.

(6) These deferred stock units were granted without cash consideration on February 6, 2014 under the Amended and Restated Welltower Inc. 2005 Long-Term Incentive Plan. Each deferred stock unit represents a right to receive one share of common stock of Welltower Inc. at the time of vesting of the unit. These deferred stock units vest in three installments, with 563 units having vested on February 6 of each of 2015 and 2016 and 562 units vesting on February 6, 2017.

(7) These deferred stock units were granted without cash consideration on February 5, 2015 under the Amended and Restated Welltower Inc. 2005 Long-Term Incentive Plan. Each deferred stock unit represents a right to receive one share of common stock of Welltower Inc. at the time of vesting of the unit. These deferred stock units vest in one installment, with 1,532 units having vested on February 5, 2016.

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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