WELLTOWER INC.

Form 4

February 08, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TRUMBULL R SCOTT		Symbol	2. Issuer Name and Ticker or Trading Symbol WELLTOWER INC. [HCN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (Midd	(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2017			X Director 10% Owner Officer (give title Other (specify			
DORR STREET		02/00/20	02/00/2017				below) below)		
			ndment, Date	Original		6. Individual or Joint/Group Filing(Check			
TOLEDO, (Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip)) Table	· I - Non-Deri	ivative Se	curities A <i>c</i>	equired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	aı		3. 4 Transaction/Code I (Instr. 8) (4. Securitie Acquired (Disposed of (Instr. 3, 4	es (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	·	
Common Stock	02/06/2017		M 5		A \$0 (1)	33,274	D		
Common Stock						7,087	I	IRA	
Common Stock						23,362	I	Trust	
Common Stock						0.0595	D		

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

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(9-02)

5. Number 6. Date Exercisable and Expiration 7. Title and Amount of

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. 1100 01		3. Transaction Bate	37 I. Decimed	••	3. I tullioui	o. Date Exercisae	ne una Empiration	7. Title and 2	iniouni o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Date		Underlying Securities	
Security	or Exercise		any	Code	Derivative	(Month/Day/Year	r)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities				
	Derivative				Acquired				
	Security				(A) or				
	•				Disposed				
					of (D)				
					(Instr. 3, 4,				
					and 5)				
						Date Exercisable	Expiration Date	Title	Amount or Number of
				Code V	(A) (D)				Shares
Deferred									
Stock	\$ 0 (2)	02/06/2017		M	562	02/06/2017(2)	02/06/2017(2)	Common	562 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TRUMBULL R SCOTT						
C/O WELLTOWER INC.	X					
4500 DORR STREET	Λ					
TOLEDO, OH 43615						

3. Transaction Date 3A. Deemed

Signatures

1. Title of 2.

Units

By: Matthew McQueen Attorney-in-Fact For: R. Scott
Trumbull
02/08/2017

**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 562 deferred stock units on February 6, 2017, resulting in the issuance of 562 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.
- 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 having vested on February 6, 2017.

Reporting Owners 2

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(3) Includes 2,298 deferred stock units granted on February 12, 2016; with 2,298 units vesting on February 12, 2017.

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