## Edgar Filing: PELHAM JUDITH C - Form 4

PELHAM JU	DITH C									
Form 4	• • • • •									
February 12, 2018 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL	
Washington, D.C. 20549							OMB Number:	3235-0287		
Check this if no long subject to Section 10 Form 4 or	er <b>STATEME</b>	NT OF CHAN	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						January 31, 2005 average irs per 0.5	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(c) See Instruction 1(c) 1(										
(Print or Type R	esponses)									
1. Name and Ad PELHAM JU	Symbol	•				5. Relationship of Reporting Person(s) to Issuer				
		WELLTOWER INC. [HCN]				(Check all applicable)				
(Last) C/O WELLT DORR STRI	(Month/Da	<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>02/08/2018</li></ul>				X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
TOLEDO, OH 43615 Form filed by More than One Reporting Person								eporting		
(City)	(State) (Zip	<sup>p)</sup> Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	a	2A. Deemed Execution Date, if any (Month/Day/Year)	<ul> <li>3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)</li> <li>(A)</li> </ul>		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	02/08/2018		А	2,561 (1)	А	(1)	10,934	D		
Common Stock	02/09/2018		М	2,142	А	(2)	12,536	D		

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

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 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. Transactic Code (Instr. 8)	5. Number owf 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Deferred Stock Units	\$ 0 <u>(3)</u>	02/09/2018		М	2,142	02/09/2018 <u>(3)</u>	02/09/2018 <u>(3)</u>	Common	2,14 (2)

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh	ips					
F8	Director	10% Owner	Officer	Other				
PELHAM JUDITH C C/O WELLTOWER INC. 4500 DORR STREET TOLEDO, OH 43615	X							
Signatures								
By: Matthew McQueen Attorne Pelham	ey-in-Fac		02/12/2018					
<u>**</u> Signature of Report	ing 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).
- These shares represent deferred stock units that were granted without cash consideration on February 8, 2018 under the Welltower Inc.
   (1) 2016 Long-Term Incentive Plan. Each deferred stock unit will be settled in common stock upon vesting on the first anniversary of the grant date.
- (2) The reported transaction was a vesting of 2,142 deferred stock units on February 9, 2018, resulting in the issuance of 2,142 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 9, 2017 under the Welltower Inc. 2016 Long-Term
- (3) 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 vested on February 9, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.