

DEROSA THOMAS J
Form 4
March 02, 2018

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 *
DEROSA THOMAS J

(Last) (First) (Middle)
4500 DORR STREET
(Street)

TOLEDO, OH 43615

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2018

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)
Chief Executive Officer

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Amount or Price | | | |
| Common Stock | 02/28/2018 | | M | | 10,927 | A | \$ 0 268,854 | D |
| Common Stock | 02/28/2018 | | F | | 5,011 | D | \$ 52.5 263,843 | D |

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

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(9-02)

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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. 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 ⁽²⁾ | 02/28/2018 | | M | 10,927 | 02/28/2018 ⁽²⁾ 02/28/2018 ⁽²⁾ | Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEROSA THOMAS J 4500 DORR STREET TOLEDO, OH 43615 | X | | Chief Executive Officer | |

Signatures

By: Matthew McQueen Attorney-in-Fact For: Thomas J. DeRosa 03/02/2018

**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) Shares withheld upon vesting to satisfy tax withholding obligation.

These deferred stock units were granted without cash consideration on August 6, 2015 under the Amended and Restated Welltower Inc. 2005 Long-Term Incentive Plan and the 2015-2017 Long-Term Incentive Program. Each deferred stock unit represents a right to receive

(2) 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 10,927 units having vested on February 28, 2018, 10,926 units vesting on December 31, 2019 and 10,926 units vesting on December 31, 2020.

(3) The reported transaction was a vesting of 10,927 deferred stock units on February 28, 2018, resulting in the issuance of 10,927 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

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.