

WELLTOWER INC.

Form 4

February 09, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
|                                       |   |   | Code                                    | V Amount (A) or (D) Price  |  |  |   |
| Common<br>Stock                       | 02/07/2016                              |   | M                                       | 511 A \$ 0<br>(1)  | 511  | D  |   |
| Common<br>Stock                       | 02/06/2016                              |   | M                                       | 563 A \$ 0<br>(2)  | 1,074  | D  |   |
| Common<br>Stock                       | 02/05/2016                              |   | M                                       | 1,532 A \$ 0<br>(3)  | 2,606  | D  |   |
| Common<br>Stock                       |   |   |   |  | 17,269   | I  | Revocable<br>Trust (4)                  |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date Exercisable Expiration Date                               | Title Amount<br>or<br>Number<br>of<br>Shares                     |
| Deferred<br>Stock<br>Units                          | \$ 0 <u>(5)</u>  | 02/07/2016                              |   | M                                    | 511   | 02/07/2016 <sup>(5)</sup> 02/07/2016 <sup>(5)</sup>            | Common 511   |
| Deferred<br>Stock<br>Units                          | \$ 0 <u>(6)</u>  | 02/06/2016                              |   | M                                    | 563   | 02/06/2016 <sup>(6)</sup> 02/06/2016 <sup>(6)</sup>            | Common 563   |
| Deferred<br>Stock<br>Units                          | \$ 0 <u>(7)</u>  | 02/05/2016                              |   | M                                    | 1,532   | 02/05/2016 <sup>(7)</sup> 02/05/2016 <sup>(7)</sup>            | Common 1,532<br>(3)  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| KLIPSCH FRED S<br>C/O WELLTOWER INC.<br>4500 DORR STREET<br>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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