

WELLTOWER INC.

Form 4

August 08, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brinker Scott M

(Last) (First) (Middle)

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)
08/04/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP - Chief Investment Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/04/2016		M		2,251	A	\$ 43.29
Common Stock	08/04/2016		M		2,870	A	\$ 49.17
Common Stock	08/04/2016		S		5,121	D	\$ 77.2906
Common Stock	08/08/2016		M		13,303	A	\$ 57.33
Common Stock	08/08/2016		S		13,303	D	\$ 76.3723

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Common Stock	13	I	Custodian for Son ⁽¹⁾
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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 43.29	08/04/2016		M		2,251		01/15/2011 ⁽²⁾	01/28/2020	Common	2,251 ⁽²⁾
Option (Right to Buy)	\$ 49.17	08/04/2016		M		2,870		01/15/2012 ⁽⁴⁾	01/27/2021	Common	2,870 ⁽⁴⁾
Option (Right to Buy)	\$ 57.33	08/08/2016		M		13,303		01/15/2013 ⁽⁵⁾	01/26/2022	Common	13,303 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Brinker Scott M 4500 DORR STREET TOLEDO, OH 43615	EVP - Chief Investment Officer

Signatures

By: Matthew McQueen Attorney-in-Fact For: Scott M. Brinker 08/08/2016

____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) Scott M. Brinker Custodian, FBO Sevien G. Brinker, UTMA OH Until Age 21.

Options for the purchase of 3,996 shares of common stock at \$43.29 per share were granted to Mr. Brinker on January 28, 2010, which

(2) grant has previously been reported. Options for the purchase of 800 shares vested on January 15, 2011 and options for the purchase of 799 shares vested on January 15 of each of 2012, 2013, 2014 and 2015.

(3) The options were granted under the Welltower Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

Options for the purchase of 5,208 shares of common stock at \$49.17 per share were granted to Mr. Brinker on January 27, 2011, which

(4) grant has previously been reported. Options for the purchase of 1,042 shares vested on January 15 of each of 2012, 2013 and 2014 and options for the purchase of 1,041 shares vested on January 15 of each of 2015 and 2016.

Options for the purchase of 18,002 shares of common stock at \$57.33 per share were granted to Mr. Brinker on January 26, 2012. Options

(5) for the purchase of 3,601 shares vested on January 15 of each of 2013 and 2014, options for the purchase of 3,600 shares vested on January 15 of each of 2015 and 2016, and options for the purchase of 3,600 shares will vest on January 15, 2017.

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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