

WELLTOWER INC.

Form 4

February 13, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
02/09/2017

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 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 | 02/12/2017 | | M | 2,298 A \$ 0 (1) | 2,860 | D | |
| Common Stock | | | | | 15,653 | I | Revocable Trust (2) |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: WELLTOWER INC. - Form 4

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Deferred Stock Units | \$ 0 ⁽³⁾ | 02/09/2017 | | A | 2,142 | 02/09/2018 ⁽³⁾ 02/09/2018 ⁽³⁾ | Common |
| Deferred Stock Units | \$ 0 ⁽⁴⁾ | 02/12/2017 | | M | 2,298 | 02/12/2017 ⁽⁴⁾ 02/12/2017 ⁽⁴⁾ | Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| KLIPSCH FRED S C/O WELLTOWER INC. 4500 DORR STREET TOLEDO, OH 43615 | X |

Signatures

By: Matthew McQueen Attorney-in-Fact For: Fred S. Klipsch 02/13/2017

__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 2,298 deferred stock units on February 12, 2017, resulting in the issuance of 2,298 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

(2) The Fredrick S. Klipsch 2010 Amended and Restated Revocable Trust UAD 4/8/2010.

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 vest in one installment on the first anniversary of the grant date.

These deferred stock units were granted without cash consideration on February 12, 2016 under the Amended and Restated Welltower

(4) 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 2,298 units having vested on February 12, 2017.

(5) Includes 2,142 deferred stock units granted on February 9, 2017; with 2,142 units vesting on February 9, 2018.

Edgar Filing: WELLTOWER INC. - Form 4

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.