

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 \*  
**OSTER SHARON M**

(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 Ownership (Instr. 4)
Common Stock	02/12/2017		M	2,298 A	\$ 0 (1) 32,065	D	
Common Stock					17,000	I	Indirect Ownership by Spouse, Ray Fair

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Deferred Stock Units	\$ 0 <sup>(2)</sup>	02/09/2017		A	2,142	02/09/2018 <sup>(2)</sup> 02/09/2018 <sup>(2)</sup>	Common
Deferred Stock Units	\$ 0 <sup>(3)</sup>	02/12/2017		M	2,298	02/12/2017 <sup>(3)</sup> 02/12/2017 <sup>(3)</sup>	Common

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OSTER SHARON M C/O WELLTOWER INC. 4500 DORR STREET TOLEDO, OH 43615	X

## Signatures

By: Matthew McQueen Attorney-in-Fact For: Sharon M. Oster 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.

These deferred stock units were granted without cash consideration on February 9, 2017 under the Welltower Inc. 2016 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 on the first anniversary of the grant date.

(3) These deferred stock units were granted without cash consideration on February 12, 2016 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 2,298 units having vested on February 12, 2017.

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

## Edgar Filing: WELLTOWER INC. - Form 4

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.