

TRUMBULL R SCOTT

Form 4

February 12, 2018

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 *
TRUMBULL R SCOTT

(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)
02/08/2018

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)

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)
Common Stock	02/08/2018		A	(A) or (D) Amount 2,561 (1)	\$ 0 (1) 38,133.0595	D	
Common Stock	02/09/2018		M	2,142 A	\$ 0 (2) 40,282.5011 (3)	D	
Common Stock					7,087	I	IRA
Common Stock					23,362	I	Trust

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 Underlying Securities (Instr. 3 and 4)
Deferred Stock Units	\$ 0 ⁽⁴⁾	02/09/2018		M	2,142	02/09/2018 ⁽⁴⁾ 02/09/2018 ⁽⁴⁾	Common 2,142 ⁽²⁾

Reporting Owners

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

Signatures

By: Matthew McQueen Attorney-in-Fact For: R. Scott Trumbull

02/12/2018

__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).

These shares represent deferred stock units that were granted without cash consideration on February 8, 2018 under the Welltower Inc.

- (1) 2016 Long-Term Incentive Plan. Each deferred stock unit will be settled in common stock upon vesting on the first anniversary of the grant date.
- (2) The reported transaction was a vesting of 2,142 deferred stock units on February 9, 2018, resulting in the issuance of 2,142 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.
- (3) Amount includes 7.4416 shares acquired since the last Form 4 filing as a result of reinvestment of dividends under the dividend reinvestment plan.

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These deferred stock units were granted without cash consideration on February 9, 2017 under the Welltower Inc. 2016 Long-Term

- (4) 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 vested 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.

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