

Kerr Mercedes  
Form 4  
February 11, 2019

**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  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kerr Mercedes

2. Issuer Name **and** Ticker or Trading  
Symbol  
WELLTOWER INC. [WELL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

4500 DORR STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/07/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP-Business Development

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

TOLEDO, OH 43615

(City) (State) (Zip)

**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 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/07/2019		M		12,088	A \$ 0	45,241 D
Common Stock	02/07/2019		F		5,047 (1)	D \$ 77.05	40,194 D
Common Stock	02/07/2019		M		8,507	A \$ 0	48,701 D
Common Stock	02/07/2019		F		4,218 (1)	D \$ 77.05	44,483 D

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 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)	Amount or Number of Shares
Deferred Stock Units	\$ 0 <sup>(2)</sup>	02/07/2019		M	12,088	02/07/2019 <sup>(2)</sup> 02/07/2019 <sup>(2)</sup>	Common	12,088
Deferred Stock Units	\$ 0 <sup>(4)</sup>	02/07/2019		M	8,507	02/07/2019 <sup>(4)</sup> 02/07/2019 <sup>(4)</sup>	Common	8,507

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kerr Mercedes 4500 DORR STREET TOLEDO, OH 43615	EVP-Business Development

## Signatures

By: Matthew McQueen Attorney-in-Fact For: Mercedes T. Kerr 02/11/2019

\_\_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) Shares withheld upon vesting to satisfy tax withholding obligation.

These deferred stock units were granted without cash consideration on February 24, 2017, under the Amended and Restated Welltower Inc. 2005 Long-Term Incentive Plan and the 2016-2018 Long-Term Incentive Program. Each deferred stock unit represents a right to

(2) 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 12,088 units having vested on February 7, 2019, 12,088 units vesting on December 31, 2019 and 12,085 units vesting on December 31, 2020.

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- (3) The reported transaction was a vesting of 12,088 deferred stock units on February 7, 2019, resulting in the issuance of 12,088 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 August 1, 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 vest in two installments with 8,507 units having vested on February 7, 2019 and 8,505 units vesting on December 31, 2019.

- (5) The reported transaction was a vesting of 8,507 deferred stock units on February 7, 2019, resulting in the issuance of 8,507 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

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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