AVIV REIT, INC. Form 4 December 23, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Wetzel Mark L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

AVIV REIT, INC. [AVIV]

(Check all applicable)

C/O AVIV REIT, INC.,, 303 W.

(First)

(Street)

(Middle)

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

10% Owner Other (specify

MADISON, SUITE 2400

12/19/2014

X_ Officer (give title below) CFO & Treasurer

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

Filed(Month/Day/Year)

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

CHICAGO, IL 60606

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Execution Date, if

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date Underlying Securities** Deriva Security or Exercise any Code Derivative (Month/Day/Year) (Instr. 3 and 4) Securi

Edgar Filing: AVIV REIT, INC. - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	,				(Instr.
				Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	(1)	12/19/2014		A	532	(2)	(2)	Common Stock	532	\$
Dividend Equivalent Rights	(1)	12/19/2014		A	147	(3)	(3)	Common Stock	147	\$
Dividend Equivalent Rights	<u>(1)</u>	12/19/2014		A	82	<u>(4)</u>	<u>(4)</u>	Common Stock	82	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Wetzel Mark L C/O AVIV REIT, INC., 303 W. MADISON, SUITE 2400 CHICAGO, IL 60606

CFO & Treasurer

Signatures

/s/ Samuel H. Kovitz, as attorney in fact

12/23/2014

**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 dividend equivalent rights accrued on previously awarded restricted stock units ("RSUs") and vest proportionately with the RSUs to which they relate. Each dividend equivalent right represents a contingent right to receive one share of common stock of Aviv REIT, Inc.
- The dividend equivalent rights and related RSUs vest in two equal installments on each of March 1, 2015 and March 1, 2016 and may vest in full upon a change of control (as defined in the Aviv REIT, Inc. 2013 Long-Term Incentive Plan), subject in each case to the holder not incurring a termination through the vesting date.
- The dividend equivalent rights and related RSUs vest in two equal installments on each of November 12, 2015 and November 12, 2016

 (3) and may vest in full upon a change of control (as defined in the Aviv REIT, Inc. 2013 Long-Term Incentive Plan), subject in each case to the holder not incurring a termination through the vesting date.

(4)

Reporting Owners 2

Edgar Filing: AVIV REIT, INC. - Form 4

The dividend equivalent rights and related RSUs vest in full on December 31, 2016 and may vest in full upon a change of control (as defined in the Aviv REIT, Inc. 2013 Long-Term Incentive Plan), subject in each case to the holder not incurring a termination through the vesting date.

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.