Kerr Mercedes Form 4 August 03, 2017

## FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB Number:

3235-0287

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**OMB APPROVAL** 

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

WELLTOWER INC. [HCN]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle)

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

08/01/2017

Director 10% Owner X\_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

below)

**EVP-Business Development** 

4500 DORR STREET

4. If Amendment, Date Original

(Instr. 8)

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

**TOLEDO, OH 43615** 

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

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

(A)

Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

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 Derivative Security (Instr. 3)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amou Underlying Secur (Instr. 3 and 4)

#### Edgar Filing: Kerr Mercedes - Form 4



(D) Date Expiration Title

Am

or Nur of Sha

Exercisable Date

Performance-Based

(1) (1) Restricted Stock <u>(1)</u> 08/01/2017 2,788 Common Units

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Kerr Mercedes

4500 DORR STREET **EVP-Business Development** 

**TOLEDO, OH 43615** 

## **Signatures**

By: Matthew McQueen Attorney-in-Fact For: Mercedes 08/03/2017 T. Kerr

> \*\*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).

The performance-based restricted stock units were granted under the Welltower Inc. 2016 Long-Term Incentive Plan. Final shares amounts will be determined at the conclusion of the performance period based (2017-2018) on the Company's total shareholder return as determined by the Compensation Committee of the Board of Directors. Each restricted stock unit represents the right to receive one share of HCN's common stock.

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.

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