

Kerr Mercedes
Form 4
December 13, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kerr Mercedes

(Last) (First) (Middle)
4500 DORR STREET
(Street)

TOLEDO, OH 43615

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2018

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)
EVP-Business Development

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/11/2018		M		551	A	\$ 43.29
Common Stock	12/11/2018		S		551	D	\$ 73.178
Common Stock	12/11/2018		M		2,239	A	\$ 49.17
Common Stock	12/11/2018		S		2,239	D	\$ 73.175
Common Stock	12/11/2018		M		1,552	A	\$ 57.33

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Common Stock	12/11/2018		S	1,552	D	\$ 73.1465 (1)	35,659	D
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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to purchase)	\$ 43.29	12/11/2018		M	551	<u>(2)</u> 01/28/2020	Common Stock	551
Stock Option (right to purchase)	\$ 49.17	12/11/2018		M	2,239	<u>(3)</u> 01/27/2021	Common Stock	2,239
Stock Option (right to purchase)	\$ 57.33	12/11/2018		M	1,552	<u>(4)</u> 01/26/2022	Common Stock	1,552

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 G. McQueen, Attorney-in-Factor For: Mercedes
Kerr

12/13/2018

__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).
This transaction was executed in multiple trades at prices ranging from \$73.133 to \$73.160, inclusive. The price reported above is a weighted average price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (1) The options, representing a right to purchase a total of 2,757 shares, became exercisable in five equal installments beginning on January 15, 2011.
 - (2) The options, representing a right to purchase a total of 5,599 shares, became exercisable in five equal installments beginning on January 15, 2012.
 - (3) The options, representing a right to purchase a total of 2,588 shares, became exercisable in five equal installments beginning on January 15, 2013.
 - (4) The options, representing a right to purchase a total of 2,588 shares, became exercisable in five equal installments beginning on January 15, 2013.

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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