WELLTOWER INC.
Form 4
February 09, 2016

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person [*] DONAHUE JEFFREY H	2. Issuer Name **and** Ticker or Trading Symbol WELLTOWER INC. [HCN]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/05/2016	(Check all applicable) __X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
C/O WELLTOWER INC., 4500 DORR STREET		
(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 (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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/07/2016		M		511	A	$ 0 (1)	31,760	D	
Common Stock	02/06/2016		M		563	A	$ 0 (2)	32,323	D	
Common Stock	02/05/2016		M		1,532	A	$ 0 (3)	33,855	D	
Common Stock								100	I	SEP (4)

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

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	$ 0 (5)	02/07/2016		M		511		02/07/2016(5)	02/07/2016(5)	Common	511
Deferred Stock Units	$ 0 (6)	02/06/2016		M		563		02/06/2016(6)	02/06/2016(6)	Common	563
Deferred Stock Units	$ 0 (7)	02/05/2016		M		1,532		02/05/2016(7)	02/05/2016(7)	Common	1,53 (3)

Reporting Owners

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

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Jeffrey H. Donahue	02/09/2016
**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 reported transaction was a vesting of 511 deferred stock units on February 7, 2016, resulting in the issuance of 511 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

(2)   The reported transaction was a vesting of 563 deferred stock units on February 6, 2016, resulting in the issuance of 563 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

(3)   The reported transaction was a vesting of 1,532 deferred stock units on February 5, 2016, resulting in the issuance of 1,532 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

(4)   MLPF&S Cust. FPO Jeffrey H. Donahue SEP FBO Jeffrey H. Donahue.

(5)   These deferred stock units were granted without cash consideration on February 7, 2013 under the Amended and Restated Welltower Inc. 2005 Long-Term 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 three installments, with 512 units having vested on February 7, 2014, 511 units having vested on February 7 of each of 2015 and 2016.

(6)   These deferred stock units were granted without cash consideration on February 6, 2014 under the Amended and Restated Welltower Inc. 2005 Long-Term 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 three installments, with 563 units having vested on February 6 of each of 2015 and 2016 and 562 units vesting on February 6, 2017.

(7)   These deferred stock units were granted without cash consideration on February 5, 2015 under the Amended and Restated Welltower Inc. 2005 Long-Term 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 one installment, with 1,532 units having vested on February 5, 2016.

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.