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WELLTOWER I	NC.										
Form 4											
May 09, 2016											
FORM 4		~~ ~~~~	~~~~			~~~	~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~		PPROVAL		
	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287 January 31,		
if no longer	Check this box										
subject to STATEMENT OF CHANGES IN BENEFICIAL OWN Section 16. SECURITIES Form 4 or								Estimated average burden hours per response 0.5			
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the I	Public U	Jtility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940				
(Print or Type Respon	nses)										
1. Name and Addres Miller Jeffrey H	Person [*]	2. Issuer Name and Ticker or Trading Symbol WELLTOWER INC. [HCN]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (I	Middle)	3 Date o	of Farliest T	ransaction	-	(Che	eck all applicabl	e)		
4500 DORR STREET			 Date of Earliest Transaction (Month/Day/Year) 05/06/2016 				Director X Officer (give below)	ve title Oth below)	% Owner her (specify		
								EVP-COO			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			ıl	6. Individual or Joint/Group Filing(Check Applicable Line)				
TOLEDO, OH 4	3615		T neu(iwi	Jilli Day i Ca	,		_X_ Form filed by	One Reporting P More than One R			
(City) ((State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	ansaction Date hth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D) Price	(insu: 5 and 1)				
Reminder: Report on	a separate line	e for each cla	ass of sec	urities benet	ficially ow	ned directly o	or indirectly.				
					inforn requii	nation cont red to respo ays a currer	pond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					posed of, or convertible s	Beneficially Owned securities)	i			

1. Title of Derivative	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amou
Security	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration Date	Underlying Securi
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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	Price of Derivative Security		(N	Ionth/Day/Year)	(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha
Performance-Based Restricted Stock Units	(1)	05/06	5/2016		А		4,405		<u>(1)</u>	<u>(1)</u>	Common	4,4 (
Reporting O	wners	5										
Reporting Owner Name	/ Address			onships								
		Director	10% Owner	Officer	Other							

Miller Jeffrey H 4500 DORR STREET TOLEDO, OH 43615

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Jeffrey H. Miller	05/09/2016
**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).

The performance-based restricted stock units granted under the Amended and Restated Welltower 2005 Long-Term Incentive Plan are target shares as defined in the 2016-2018 Long-Term Incentive Program. Final share amounts will be determined at the conclusion of the

EVP-COO

(1) target shares as defined in the 2010-2018 Long-Term incentive Program. Final share amounts will be determined at the conclusion of the performance period based 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.