

WELLTOWER INC.
Form 4
August 08, 2016

FORM 4

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

OMB APPROVAL

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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 *
Brinker Scott M

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

TOLEDO, OH 43615

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2016

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 - Chief Investment Officer

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/04/2016		M		2,251 A \$ 43.29	D	
Common Stock	08/04/2016		M		2,870 A \$ 49.17	D	
Common Stock	08/04/2016		S		5,121 D \$ 77.2906	D	
Common Stock	08/08/2016		M		13,303 A \$ 57.33	D	
Common Stock	08/08/2016		S		13,303 D \$ 76.3723	D	

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Common Stock 13 I Custodian for Son ⁽¹⁾

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 43.29	08/04/2016		M	2,251	01/15/2011 ⁽²⁾ 01/28/2020	Common	2,251 ⁽²⁾	
Option (Right to Buy)	\$ 49.17	08/04/2016		M	2,870	01/15/2012 ⁽⁴⁾ 01/27/2021	Common	2,870 ⁽⁴⁾	
Option (Right to Buy)	\$ 57.33	08/08/2016		M	13,303	01/15/2013 ⁽⁵⁾ 01/26/2022	Common	13,303 ⁽⁵⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brinker Scott M 4500 DORR STREET TOLEDO, OH 43615			EVP - Chief Investment Officer	

Signatures

By: Matthew McQueen Attorney-in-Fact For: Scott M. Brinker 08/08/2016

__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) Scott M. Brinker Custodian, FBO Sevien G. Brinker, UTMA OH Until Age 21.

Options for the purchase of 3,996 shares of common stock at \$43.29 per share were granted to Mr. Brinker on January 28, 2010, which grant has previously been reported. Options for the purchase of 800 shares vested on January 15, 2011 and options for the purchase of 799 shares vested on January 15 of each of 2012, 2013, 2014 and 2015.

(3) The options were granted under the Welltower Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

Options for the purchase of 5,208 shares of common stock at \$49.17 per share were granted to Mr. Brinker on January 27, 2011, which grant has previously been reported. Options for the purchase of 1,042 shares vested on January 15 of each of 2012, 2013 and 2014 and options for the purchase of 1,041 shares vested on January 15 of each of 2015 and 2016.

Options for the purchase of 18,002 shares of common stock at \$57.33 per share were granted to Mr. Brinker on January 26, 2012. Options for the purchase of 3,601 shares vested on January 15 of each of 2013 and 2014, options for the purchase of 3,600 shares vested on January 15 of each of 2015 and 2016, and options for the purchase of 3,600 shares will vest on January 15, 2017.

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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