

DONAHUE JEFFREY H
Form 4
February 12, 2018

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 *
DONAHUE JEFFREY H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O WELLTOWER INC., 4500
DORR STREET

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/08/2018		A	2,561 (1) A \$ 0 (1)	39,276	D	
Common Stock	02/09/2018		M	2,142 A \$ 0 (2)	41,418	D	
Common Stock					100	I	SEP (3)

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

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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)	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 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
Deferred Stock Units	\$ 0 ⁽⁴⁾	02/09/2018		M	2,142	02/09/2018 ⁽⁴⁾ 02/09/2018 ⁽⁴⁾	Common	2,142 ⁽²⁾

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: Matthew McQueen Attorney-in-Fact For: Jeffrey H. Donahue 02/12/2018

__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).
- These shares represent deferred stock units that were granted without cash consideration on February 8, 2018 under the Welltower Inc. 2016 Long-Term Incentive Plan. Each deferred stock unit will be settled in common stock upon vesting on the first anniversary of the grant date.
- (1) 2016 Long-Term Incentive Plan. Each deferred stock unit will be settled in common stock upon vesting on the first anniversary of the grant date.
 - (2) The reported transaction was a vesting of 2,142 deferred stock units on February 9, 2018, resulting in the issuance of 2,142 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.
 - (3) MLPF&S Cust. FPO Jeffrey H. Donahue SEP FBO Jeffrey H. Donahue
- These deferred stock units were granted without cash consideration on February 9, 2017 under the Welltower Inc. 2016 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 vested on February 9, 2018.

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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