

WELLTOWER INC.
Form 4
March 03, 2017

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 *
ESTES SCOTT A

(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)
03/01/2017

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 and CFO

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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2017		M		3,192 A \$ 37	D	
Common Stock	03/01/2017		M		23,776 A \$ 43.29	D	
Common Stock	03/01/2017		S		26,968 D 69.572	D	
					(1)		
Common Stock	03/01/2017		G	V	1,712 D \$ 0 (2)	D	

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

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(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)	Amount or Number of Shares
Options (Right to Buy)	\$ 37	03/01/2017		M	3,192	01/15/2014 ⁽³⁾ 01/29/2019	Common	3,192 ⁽³⁾
Options (Right to Buy)	\$ 43.29	03/01/2017		M	23,776	01/15/2011 ⁽⁵⁾ 01/28/2020	Common	23,776 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESTES SCOTT A 4500 DORR STREET TOLEDO, OH 43615			EVP and CFO	

Signatures

By: Matthew McQueen Attorney-in-Fact For: Scott A. Estes 03/03/2017

__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) This transaction was executed in multiple trades at prices ranging from \$69.53 to \$69.695. The price reported above reflects the weighted average sale price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the 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.

(2) The securities were gifted and had no disposition or acquisition price.

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- Options for the purchase of 33,813 shares of common stock at \$37.00 per share were granted to Mr. Estes on January 29, 2009, which
- (3) grant has previously been reported. The partial exercise of these options for the purchase of 30,621 shares has previously been reported. Of the remaining options, options for the purchase of 3,192 shares vested on January 15, 2014.
 - (4) The options were granted under the Welltower Inc. 2005 Long-Term Incentive Plan and had no acquisition price.
- Options for the purchase of 23,776 shares of common stock at \$43.29 per share were granted to Mr. Estes on January 28, 2010, which
- (5) grant has previously been reported. Options for the purchase of 4,756 shares vested on January 15, 2011 and options for the purchase of 4,755 vested on January 15 of each of 2012, 2013, 2014 and 2015.

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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