

Nungester Paul D Jr
 Form 4
 August 03, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

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 *
 Nungester Paul D Jr

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)
 4500 DORR STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/01/2017

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

TOLEDO, OH 43615
 (City) (State) (Zip)

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

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance-Based Restricted Stock Units	(1)	08/01/2017		A			472		(1)	(1)	Common	472
Performance-Based Restricted Stock Units	(2)	08/01/2017		A			263		(2)	(2)	Common	263

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nungester Paul D Jr 4500 DORR STREET TOLEDO, OH 43615				Principal Accounting Officer

Signatures

By: Matthew McQueen, Attorney-in-Fact For: Paul D.
Nungester, Jr. 08/03/2017

__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) The performance-based restricted stock units were granted under the Welltower Inc. 2016 Long-Term Incentive Plan. Final shares amounts will be determined at the conclusion of the performance period (2017-2018) 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.
 - (2) The performance-based restricted stock units were granted under the Welltower Inc. 2016 Long-Term Incentive Plan. Final shares amounts will be determined at the conclusion of the performance period (2017-2019) 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.