## Edgar Filing: NAUGHTON TIMOTHY J - Form 4

NAUGHTO Form 4 February 12,	N TIMOTHY J 2018								
	UNITED STATE	S SECURITIES A Washington,		NGE	COMMISSION	OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 o Form 5	6. Filed pursuant to	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31, 2005 Estimated average burden hours per response 0.5		
obligations may continue.Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).									
(Print or Type F	Responses)								
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to   NAUGHTON TIMOTHY J Symbol Issuer   WELLTOWER INC. [HCN] (To be the the back of the second seco									
(Last)	(First) (Middle)						all applicable)		
C/O WELL <sup>*</sup> DORR STR	TOWER INC., 4500 EET	(Month/Day/Year) 02/08/2018					title Other (specify below)		
	Filed(Month/Day/Year) Applicable Line)						pint/Group Filing(Check		
TOLEDO, OH 43615 _X_ Form filed by One Reporting Person   Form filed by More than One Reporting Person									
(City)	(State) (Zip)	Table I - Non-D	erivative Secur	ities Ac	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	any	med3.4. Securities5. Amount ofon Date, ifTransactionAcquired (A) or CodeSecuritiesDay/Year)(Instr. 8)(Instr. 3, 4 and 5)Owned Following				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common			(A) or Amount (D) 2,561		Reported Transaction(s) (Instr. 3 and 4)				
Stock	02/08/2018	А	(1) A	(1)	14,579	D			
Common Stock	02/09/2018	М	2,142 A	\$ 0 (2)	16,721	D			

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

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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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		n 7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Deferred Stock Units	\$ 0 <u>(3)</u>	02/09/2018		М	2,142	02/09/2018 <u>(3)</u>	02/09/2018(3)	Common	2,14 (2)

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh	ips					
	Director	10% Owner	Officer	Other				
NAUGHTON TIMOTHY J C/O WELLTOWER INC. 4500 DORR STREET TOLEDO, OH 43615	Х							
Signatures								
By: Matthew McQueen Attorn Naughton	(	02/12/2018						

\*\*Signature of Reporting Person

## **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. (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.
- 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 (2)common stock. No amount was payable in connection with the vesting or the common stock issuance.
- 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 (3) 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. 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.

Date