

Rivera Sergio  
Form 4  
February 12, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
Rivera Sergio

(Last) (First) (Middle)

C/O WELLTOWER INC., 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)  
02/08/2018

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)

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 (A) or (D)		
Common Stock	02/08/2018		A		2,561 (1)	A	\$ 0 (1) 8,117.0909 D
Common Stock	02/09/2018		M		2,142	A	\$ 0 (2) 10,315.1108 (3) D

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

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SEC 1474 (9-02)

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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. 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)
Deferred Stock Units	\$ 0 <sup>(4)</sup>	02/09/2018		M	2,142	02/09/2018 <sup>(4)</sup> 02/09/2018 <sup>(4)</sup>	Common 2,142 <sup>(2)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rivera Sergio C/O WELLTOWER INC. 4500 DORR STREET TOLEDO, OH 43615		X		

## Signatures

By: Matthew McQueen Attorney-in-Fact For: Sergio David Rivera 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.

- (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) Amount includes 56.0199 shares acquired since the last Form 4 filing as a result of reinvestment of dividends under the dividend reinvestment plan.

These deferred stock units were granted without cash consideration on February 9, 2017 under the Welltower Inc. 2016 Long-Term

- (4) 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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