

Mitra Shankh  
Form 4  
February 11, 2019

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mitra Shankh

(Last) (First) (Middle)

4500 DORR STREET

(Street)

TOLEDO, OH 43615

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/07/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP, Investments

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|--|
| Common<br>Stock                       | 02/07/2019                              |   | M                                    | 2,876 A \$ 0  | 44,691   | D  |  |
| Common<br>Stock                       | 02/07/2019                              |   | F                                    | 1,319<br>(1) D \$ 77.05   | 43,372   | D  |  |
| Common<br>Stock                       |   |   |                                      |   | 62   | I  | By<br>children<br>(2)  |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|--|
|   |  |   |   | Code V (A) (D)                       |   | Date Exercisable Expiration Date                               | Title Amount<br>or<br>Number<br>of<br>Shares                     |
| Deferred<br>Stock<br>Units                          | \$ 0 <sup>(3)</sup>  | 02/07/2019                              |   | M                                    | 2,876   | 02/07/2019 <sup>(3)</sup> 02/07/2019 <sup>(3)</sup>            | Common 2,876 <sup>(4)</sup>                                      |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Mitra Shankh<br>4500 DORR STREET<br>TOLEDO, OH 43615 | EVP, Investments                 |

## Signatures

By: Matthew McQueen Attorney-in-Fact For: Shankh  
Mitra 02/11/2019

\_\_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) Shares withheld upon vesting to satisfy tax withholding obligation.

The reporting person disclaims beneficial ownership of the shares owned by children who share the reporting person's household. This report should not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 for any other purpose.

(3) These deferred stock units were granted without cash consideration on August 1, 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 vest in two installments with 2,876 units having vested on February 7, 2019 and 2,876 units vesting on December 31, 2019.

(4) The reported transaction was a vesting of 2,876 deferred stock units on February 7, 2019, resulting in the issuance of 2,876 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

## Edgar Filing: Mitra Shankh - Form 4

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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