AVIV REIT, INC. Form 4/A July 15, 2014

#### 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Wetzel Mark L

(First)

2. Issuer Name and Ticker or Trading Symbol

AVIV REIT, INC. [AVIV]

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

07/11/2014

C/O AVIV REIT, INC.,, 303 W. MADISON, SUITE 2400

4. If Amendment, Date Original

Filed(Month/Day/Year) 07/15/2014

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

CFO & Treasurer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60606

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date Underlying Securities** Deriva Security or Exercise any Code Derivative (Month/Day/Year) (Instr. 3 and 4) Securi

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Securitie Acquired (A) or Disposed of (D) (Instr. 3, and 5)	l I				(Instr.
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	(1)	07/11/2014		A	625 (5)	(2)	(2)	Common Stock	625	\$
Dividend Equivalent Rights	(1)	07/11/2014		A	260 (5)	(3)	(3)	Common Stock	260	\$
Dividend Equivalent Rights	<u>(1)</u>	07/11/2014		A	97 (5)	<u>(4)</u>	<u>(4)</u>	Common Stock	97	\$

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Wetzel Mark L C/O AVIV REIT, INC., 303 W. MADISON, SUITE 2400 CHICAGO, IL 60606

CFO & Treasurer

## **Signatures**

/s/ Samuel H. Kovitz, as attorney in fact

07/15/2014

\*\*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 dividend equivalent rights accrued on previously awarded restricted stock units ("RSUs") and vest proportionately with the RSUs to which they relate. Each dividend equivalent right represents a contingent right to receive one share of common stock of Aviv REIT, Inc.
- The dividend equivalent rights and related RSUs vest in two equal installments on each of March 1, 2015 and March 1, 2016 and may vest in full upon a change of control (as defined in the Aviv REIT, Inc. 2013 Long-Term Incentive Plan), subject in each case to the holder not incurring a termination through the vesting date.
- The dividend equivalent rights and related RSUs vest in three equal installments on each of November 12, 2014, November 12, 2015 and (3) November 12, 2016 and may vest in full upon a change of control (as defined in the Aviv REIT, Inc. 2013 Long-Term Incentive Plan), subject in each case to the holder not incurring a termination through the vesting date.

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Reporting Owners 2

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The dividend equivalent rights and related RSUs vest in full on December 31, 2016 and may vest in full upon a change of control (as defined in the Aviv REIT, Inc. 2013 Long-Term Incentive Plan), subject in each case to the holder not incurring a termination through the vesting date.

(5) Reflects corrected RSU amount. No other changes have been made to the Form 4 originally filed on July 15, 2014.

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.