

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

FORM 4

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

OMB APPROVAL

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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 *
Wetzel Mark L

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AVIV REIT, INC. [AVIV]

3. Date of Earliest Transaction (Month/Day/Year)
07/11/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
07/15/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CFO & Treasurer

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 | 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 Securities (Instr. 3 and 4) | 8. Price of Underlying Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|-----------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|-----------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 8) | | | | | | | | |
|----------------------------------|------------------------------------|------------------|------------|---|------------|---|--------------------------|-----|---------------------|--------------------|-----------------|--|----|
| | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Dividend Equivalent Rights | <u>(1)</u> | 07/11/2014 | | | A | V | <u>625</u> <u>(5)</u> | | <u>(2)</u> | <u>(2)</u> | Common Stock | 625 | \$ |
| Dividend Equivalent Rights | <u>(1)</u> | 07/11/2014 | | | A | V | <u>260</u> <u>(5)</u> | | <u>(3)</u> | <u>(3)</u> | Common Stock | 260 | \$ |
| Dividend Equivalent Rights | <u>(1)</u> | 07/11/2014 | | | A | V | <u>97</u> <u>(5)</u> | | <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
- (2) 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.
- (3) The dividend equivalent rights and related RSUs vest in three equal installments on each of November 12, 2014, November 12, 2015 and 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.
- (4)

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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.

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