AVIV REIT, INC. Form 4 April 03, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 1(b).

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 * Marshall Jeff C.

(First) (Middle) (Last)

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

(Street)

CHICAGO, IL 60606

2. Issuer Name and Ticker or Trading

Symbol

AVIV REIT, INC. [AVIV] 3. Date of Earliest Transaction

(Month/Day/Year) 04/01/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

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response...

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5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

below)

SVP, Asset Management

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. TransactionAcquired (A) or Code (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

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

Transaction(s) (Instr. 3 and 4) 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

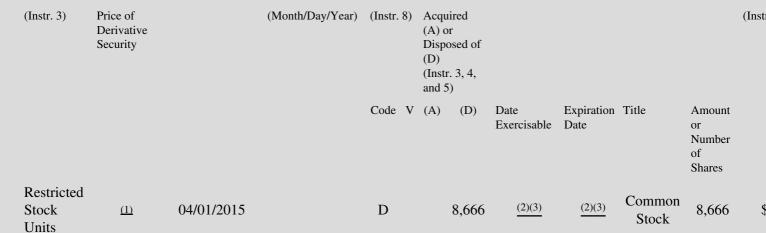
6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Marshall Jeff C. C/O AVIV REIT, INC., 303 W. MADISON, SUITE 2400 CHICAGO, IL 60606

SVP, Asset Management

Signatures

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

04/03/2015 Date

**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).
- (1) Each Restricted Stock Unit represents a contingent right to receive one share of common stock of the Issuer.
 - The RSUs vest in full in three equal installments on each of November 1, 2015, November 1, 2016 and November 1, 2017. Pursuant to an Agreement and Plan of Merger, dated October 30, 2014, among Omega Healthcare Investors, Inc. ("Omega"), OHI Healthcare Properties Holdco, Inc., OHI Healthcare Properties Limited Partnership, L.P., Aviv REIT, Inc. (the "Issuer") and Aviv Healthcare Properties
- (2) Limited Partnership (the "Merger Agreement"), as of the effective time of the Merger, the RSUs will no longer be payable when due in shares of Issuer common stock but instead will be payable when due in a number of shares of Omega common stock equal to the nine-tenths of a share of common stock of Omega, subject to certain adjustment as set forth in the Merger Agreement, multiplied by the number of shares of Issuer common stock as to which such RSUs related immediately prior to the effective time of the Merger.
- (3) The RSUs may vest in full upon termination of employment without cause prior to the first anniversary of April 1, 2015.

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.

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