AVIV REIT, INC. Form 4 November 06, 2014

FORM 4

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

OMB APPROVAL

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Form 4 or

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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.

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

AVIV REIT, INC. [AVIV]

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

11/04/2014

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

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

4. If Amendment, Date Original

SVP, Asset Management
6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) 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 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4)

(A) Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price (Instr. 3)

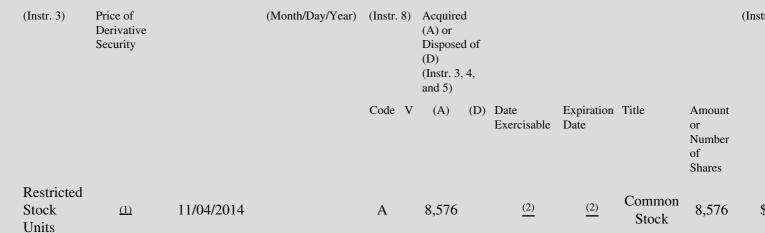
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) 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 ST., SUITE 2400 CHICAGO, IL 60606

SVP, Asset Management

Signatures

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

11/06/2014 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 Aviv REIT, Inc.
- The Restricted Stock Units vest in three equal installments on each of November 1, 2015, November 1, 2016 and November 1, 2017 and (2) 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 applicable vesting date.

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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