Kovitz Samuel H Form 4 March 26, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Kovitz Samuel H Issuer Symbol AVIV REIT, INC. [AVIV] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 10% Owner Director X\_ Officer (give title Other (specify C/O AVIV REIT, INC., 303 W. 03/26/2013 below) MADISON, SUITE 2400 EVP, GC and Secretary

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	(Street)	4. ]	If Amendment, Dat	te Original	6. Individual or	Joint/Group Filir	ng(Check
CHICAGO,	IL 60606	Fil	ed(Month/Day/Year)		Applicable Line) _X_ Form filed by Form filed by Person	1 0	
(City)	(State)	(Zip)	Table I - Non-D	erivative Securities Acq	quired, Disposed	of, or Beneficial	ly Owned
1.Title of	2. Transaction	n Date 2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature

1.Title of	2. Transaction Date		3.	4. Securities A	•		6. Ownership	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	on(A) or Dispose (D)	ed of	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				(A or		Reported Transaction(s) (Instr. 3 and 4)	(2113117-1)	(2113121-1)
			Code V	Amount (D	) Price	(mstr. 5 and 1)		
Common Stock (1)	03/26/2013		J	42,434 A	\$0	42,434	D	

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OP Units	<u>(3)</u>	03/26/2013		J	45,905	03/26/2013(4)	<u>(4)</u>	Common Stock	45,905

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Kovitz Samuel H C/O AVIV REIT, INC. 303 W. MADISON, SUITE 2400 CHICAGO, IL 60606

EVP, GC and Secretary

# **Signatures**

/s/ Samuel H.
Kovitz

\*\*Signature of Reporting Person

O3/26/2013

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) Represents dividend equivalent rights payable in cash with respect to stock options that vested upon the initial public offering of Aviv REIT, Inc. (the "Issuer") and that were paid in shares of common stock upon vesting at the initial public offering price of \$20 per share.
- (2) Represents limited partnership units ("OP Units") of Aviv Healthcare Properties Limited Partnership, a Delaware limited partnership (the "Partnership"), a subsidiary of the Issuer.
- (3) Each OP Unit is redeemable for cash equal to the then-current market value of one share of the Issuer's common stock or, at the election of the Issuer, for one share of the Issuer's common stock.
- The OP Units became redeemable for the Issuer's common stock on March 26, 2013, upon the consummation of the initial public offering (4) of the Issuer and pursuant to the Second Amended and Restated Agreement of Limited Partnership of the Partnership. The OP Units have no expiration date.
- The OP Units were issued by the Partnership to the reporting person in consideration for the contribution by the reporting person to the (5) Partnership of equity interests in certain entities. The value of the OP Units was \$20 per unit as of the date of the Issuer's initial public offering.

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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