INSOFT STEVEN J Form 4 March 26, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations 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 1(b).

(Print or Type Responses)

INSOFT STEVEN J Issuer Symbol AVIV REIT, INC. [AVIV] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O AVIV REIT, INC., 303 W. 03/26/2013 below) MADISON, SUITE 2400 President & COO

2. Issuer Name and Ticker or Trading

(Street)

1. Name and Address of Reporting Person *

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

CHICAGO, IL 60606

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 03/26/2013 J 95,308 Α \$0 95,308 D Stock (1)

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	87,991	03/26/2013(4)	<u>(4)</u>	Common Stock	87,991

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

INSOFT STEVEN J C/O AVIV REIT, INC. 303 W. MADISON, SUITE 2400 CHICAGO, IL 60606

President & COO

Signatures

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

03/26/2013

**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) 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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