

Ender Farrell M.
Form 4
February 14, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ender Farrell M.

2. Issuer Name **and** Ticker or Trading
Symbol
INDEPENDENCE REALTY
TRUST, INC. [IRT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O INDEPENDENCE REALTY
TRUST, INC., 2 LIBERTY PL., 50
S. 16TH ST, STE. 3575

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2019

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

(Street)

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

PHILADELPHIA, PA 19102

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/12/2019		F ⁽¹⁾	8,546 D	\$ 10.51	93,699	D
Common Stock	02/12/2019		M	75,000 A	\$ 9.35	168,699	D
Common Stock	02/12/2019		F	70,744 D	\$ 10.58	97,955	D
Common Stock					2,000	I	By wife

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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 (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. Transaction Code (Instr. 8)	5. Number of Derivative 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)
Stock Appreciation Right	\$ 9.35	02/12/2019		M	75,000	(2) 01/31/2020	Common Stock 75,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ender Farrell M.
C/O INDEPENDENCE REALTY TRUST, INC.
2 LIBERTY PL., 50 S. 16TH ST, STE. 3575
PHILADELPHIA, PA 19102

President

Signatures

/s/ Jessica K. Norman, attorney
in fact

02/14/2019

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) This forfeiture was undertaken solely to satisfy a tax withholding liability relating to the vesting of restricted stock held by the reporting person.

(2) These stock appreciation rights vested in three equal installments beginning on February 18, 2016.

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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