

QTS Realty Trust, Inc.
 Form 3
 October 08, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GRABE WILLIAM O
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 10/08/2013

3. Issuer Name and Ticker or Trading Symbol
 QTS Realty Trust, Inc. [QTS]

4. Relationship of Reporting Person(s) to Issuer

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

C/O QTS REALTY TRUST,
 INC., 12851 FOSTER
 STREET, SUITE 205
 (Street)

(Check all applicable)

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

OVERLAND
 PARK, KS 66213
 (City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		or Indirect (1) (Instr. 5)	
Class D units of Operating Partnership	Â (1)	Â (1)	Class A common stock	40,000	\$ (1)	I	See Footnotes (2)
Class O LTIP units of Operating Partnership	Â (3)	Â (3)	Class A units of Operating Partnership	35,000	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRABE WILLIAM O C/O QTS REALTY TRUST, INC. 12851 FOSTER STREET, SUITE 205 OVERLAND PARK, KS 66213	Â X	Â	Â	Â

Signatures

/s/ Timothy J. Kuester,
attorney-in-fact

10/08/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) In connection with the completion of the initial public offering of QTS Realty Trust, Inc. (the "Company"), the Class D Units will be converted into Class A units on a one-for-one basis, and the Class A units will be redeemable for cash or, at the operating partnership's election, shares of the Company's Class A common stock on a one-for-one basis, beginning one year following the beginning of the first full calendar month following the closing of the initial public offering.

(2) Securities held by Paradox Partners, LLC, of which Mr. Grabe is the manager.

(3) Each Class O LTIP unit is convertible by the Company's operating partnership or by the holder into Class A units at any time, and upon such equalization of the capital account of a Class O LTIP unit (and full vesting of the Class O LTIP unit, if such unit is subject to vesting and being converted by the holder), the Class O LTIP unit will be convertible into a number of Class A units equal to (i) the Class O LTIP unit's capital account divided by (ii) the capital account balance of a Class A unit (i.e., in a manner similar to a typical stock appreciation right), subject to certain exceptions and adjustments. Upon completion of the initial public offering of the Company, Class A units are redeemable for cash or, at the operating partnership's election, shares of the Company's Class A common stock on a one-for-one basis, beginning one year following the beginning of the first full calendar month following the closing of the initial public offering.

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Remarks:

Exhibit 24: Power of Attorney

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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