QTS Realty Trust, Inc. Form 4 October 01, 2015

FORM 4

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHAFER WILLIAM H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First) (Last)

QTS Realty Trust, Inc. [QTS]

(Check all applicable)

C/O QTS REALITY TRUST, INC., 12851 FOSTER STREET 3. Date of Earliest Transaction (Month/Day/Year)

X_ Officer (give title

10% Owner Other (specify

09/30/2015

below) Chief Financial Officer

6. Individual or Joint/Group Filing(Check

(Middle)

4. If Amendment, Date Original

Applicable Line)

Director

Filed(Month/Day/Year)

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

OVERLAND PARK, KS 66213

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	Disp		Disposed (Instr. 3,	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Class RS LTIP units of Operating Partnership	(1)	09/30/2015		С			1,562	<u>(1)</u>	<u>(1)</u>	Class A units of Operating Partnership	1,563
Class A units of Operating Partnership	(2)	09/30/2015		С		1,562		(2)	(2)	Class A common stock	1,563

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHAFER WILLIAM H C/O QTS REALITY TRUST, INC. 12851 FOSTER STREET OVERLAND PARK, KS 66213

Chief Financial Officer

Signatures

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

10/01/2015

**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).
- Each Class RS LTIP unit is convertible by the Company's Operating Partnership or by the holder into Class A units at any time, and upon equalization of the capital account of a Class RS LTIP unit with the per unit capital account of the Class A units (and full vesting of the Class RS LTIP unit, if such unit is subject to vesting), the Class RS LTIP unit will be convertible into one Class A unit, subject to certain exceptions and adjustments.
- Class RS LTIP units of the Operating Partnership automatically converted on a one-for-one basis to Class A units of the Operating

 Partnership in accordance with its terms. Class A units are redeemable for cash or, at the Company'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 Company's initial public offering, which was October 15, 2013.

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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