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QTS Realty Trust, Inc. Form 4 December 02, 2016 FORM 4

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number: Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> SCHAFER WILLIAM H	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)	QTS Realty Trust, Inc. [QTS] 3. Date of Earliest Transaction			
C/O QTS REALTY TRUST, INC., 12851 FOSTER STREET	(Month/Day/Year) 12/01/2016	Director 10% Owner Officer (give title Other (specify below) below) Chief Financial Officer		
(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		
OVERLAND PARK, KS 66213		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-l	Derivative Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities onAcquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or Indirect	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(I) (I, (, , 4))	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported Transaction(s)		
			Code V	or Amount (D) Price	(Instr. 3 and 4)		

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)

3235-0287

January 31,

2005

0.5

Expires:

response...

Estimated average

burden hours per

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	(A) or Disposed of(D)(Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Sl
Class O LTIP units of Operating Partnership	Ш	12/01/2016		С			25,000	<u>(1)</u>	<u>(1)</u>	Class A units of Operating Partnership	14,
Class A units of Operating Partnership	<u>(1)</u>	12/01/2016		С		14,229		<u>(1)</u>	(1)	Class A common stock	14,

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SCHAFER WILLIAM H C/O QTS REALTY TRUST, INC. 12851 FOSTER STREET OVERLAND PARK, KS 66213			Chief Financial Officer				
Signatures							
/s/ Timothy J. Kuester, Attorney-in-Fact		12/02/2016					

**Signature of Reporting Person

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).

Date

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

(1) 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. Class A units became redeemable for cash or, at the Company's election, shares of the Company's Class A common stock on a one-for-one basis in November 2014, which was one year following the beginning of the first full calendar month following the closing of the 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.