

QTS Realty Trust, Inc.  
Form 4  
June 15, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BARTER JOHN W**

(Last) (First) (Middle)

**C/O QTS REALITY TRUST,  
INC., 12851 FOSTER STREET**

(Street)

**OVERLAND PARK, KS 66213**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/13/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Class A Common Stock	06/13/2016		S		16,784	D	
					\$ 54.3 (1)		12,204
Class A Common Stock	06/14/2016		M		5,000	A	
					\$ 21 (2)		17,204
Class A Common Stock	06/14/2016		S		5,000	D	
					\$ 54.44 (3)		12,204
Class A Common	06/14/2016		S		6,784	D	
					\$ 54.16		5,420

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Stock

(4)

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 (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)	8. Amount or Number of Shares
Employee stock option (right to buy)	\$ 21	06/14/2016		M	5,000	(2) 10/15/2023	Class A Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTER JOHN W C/O QTS REALITY TRUST, INC. 12851 FOSTER STREET OVERLAND PARK, KS 66213	X			

## Signatures

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

06/15/2016

\_\_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)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.14 to \$54.54, inclusive. The reporting person undertakes to provide to QTS Realty Trust, Inc., any security holder of QTS Realty Trust, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote (1).

- (2) 5,000 shares of Class A common stock were acquired upon Mr. Barter's exercise of options to purchase shares of Class A common stock, granted on October 15, 2013 under the QTS Realty Trust, Inc. 2013 Equity Compensation Plan. The options vest ratably over a four year period beginning on the first anniversary of the date of grant and at the end of each calendar quarter thereafter.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.25 to \$54.57, inclusive. The reporting person undertakes to provide to QTS Realty Trust, Inc., any security holder of QTS Realty Trust, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote (3).

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.00 to \$54.35, inclusive. The reporting person undertakes to provide to QTS Realty Trust, Inc., any security holder of QTS Realty Trust, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote (4).

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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