

QTS Realty Trust, Inc.
Form 4
March 08, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRABE WILLIAM O

(Last) (First) (Middle)

**C/O QTS REALTY 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)

03/07/2017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A common stock	03/07/2017		A		1,825 (1)	A \$ 0 1,825	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)

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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)	8. D S (I																											
<table border="0" style="width: 100%;"> <tr> <td></td><td></td><td></td><td></td><td>Code</td><td>V</td><td>(A)</td><td>(D)</td><td></td></tr> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td>Date Exercisable</td><td>Expiration Date</td><td>Title</td></tr> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td>Amount or Number of Shares</td></tr> </table>													Code	V	(A)	(D)								Date Exercisable	Expiration Date	Title									Amount or Number of Shares
				Code	V	(A)	(D)																												
						Date Exercisable	Expiration Date	Title																											
								Amount or Number of Shares																											
Employee stock option (right to buy)	\$ 50.66	03/07/2017		A	9,149	<u>(2)</u>	03/07/2027	Class A common stock																											
								9,149																											

Reporting Owners

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

Signatures

/s/ Timothy J. Kuester,
Attorney-in-Fact

03/08/2017

____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) These restricted shares were granted under the QTS Realty Trust, Inc. 2013 Equity Incentive Plan (the "Plan") and vest one year after the date of grant.
- (2) These options to purchase shares of Class A common stock were granted under the Plan and vest one year after the date of grant.

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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