

SCHAFFER WILLIAM H
Form 4
December 05, 2017

FORM 4

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

OMB APPROVAL

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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 *
SCHAFFER WILLIAM H

(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)
12/04/2017

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)
EVP -- Finance and Accounting

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	(A) or (D)	Price
Class A common stock	12/04/2017		C		12,500	A	(\$) 68,627
Class A common stock	12/04/2017		S		12,500 (1)	D	\$ 54.46 (2) 56,127

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

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(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 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. Amount or Number of Shares
Class A units of Operating Partnership	(4)	12/04/2017		C	12,500	(4) (4)	Class A common stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHAFFER WILLIAM H C/O QTS REALTY TRUST, INC. 12851 FOSTER STREET OVERLAND PARK, KS 66213			EVP -- Finance and Accounting	

Signatures

/s/ Timothy J. Kuester,
Attorney-in-Fact
Date: 12/05/2017

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 17, 2017.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.25 to \$55.34, 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 (2).
- (2) 12,500 shares of Class A common stock were acquired upon Mr. Schafer's redemption of 12,500 Class A units of the Operating Partnership. 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 November 1, 2014, which was one year following the beginning of the first full calendar month following the closing of the Company's initial public offering.
- (3) 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 November 1, 2014, which was one year following the beginning of the first full calendar month following the closing of the Company's initial public offering.
- (4) 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 November 1, 2014, which was one year following the beginning of the first full calendar month following the closing of the Company's initial public offering.

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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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