

InfraREIT, Inc.
Form 4
March 11, 2015

FORM 4

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

OMB APPROVAL

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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 *
OPTrust N.A Holding Trust

(Last) (First) (Middle)

130 KING STREET W., SUITE
700, P.O. BOX 197

(Street)

TORONTO, A6 M5X 1A6

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
InfraREIT, Inc. [HIFR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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
common stock, \$0.01 par value per share	03/09/2015		C		4,956,662	A	①
					5,031,662	D	②

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

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(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A common stock, \$0.01 par value per share	(3)	03/09/2015		J	625,788	(3)	(3)	Common Stock	625,788
Class A common stock, \$0.01 par value per share	(1)	03/09/2015		C	4,956,662	(1)	(1)	Common Stock	4,956,662

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OPTrust N.A Holding Trust 130 KING STREET W., SUITE 700 P.O. BOX 197 TORONTO, A6 M5X 1A6		X		
OpTrust Infrastructure N.A. Inc. 130 KING STREET W., SUITE 700 P.O. BOX 197 TORONTO, A6 M5X 1A6		X		
OPSEU Pension Plan Trust Fund 130 KING STREET W., SUITE 700 P.O. BOX 197 TORONTO, A6 M5X 1A6		X		

Signatures

/s/ Gregory S. Imhoff as Attorney-In-Fact for Equity Financial Trust Company, as trustee of OpTrust N.A. Holdings Trust 03/11/2015

__Signature of Reporting Person

Date

/s/ Gregory S. Imhoff as Attorney-In-Fact for OPTrust Infrastructure N.A. Inc 03/09/2015

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__Signature of Reporting Person

Date

/s/ Gregory S. Imhoff as Attorney-In-Fact for OPSEU Pension Plan Trust Fund

03/09/2015

__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).
Pursuant to the amended and restated charter of InfraREIT, Inc., 4,956,662 shares of Class A common stock of InfraREIT, Inc. ("Class A Common Stock") held by the reporting persons automatically converted on a one-for-one basis to shares of common stock of InfraREIT, Inc.

(1) This Form 4 is filed jointly by OpTrust N.A. Holdings Trust and the reporting persons named below. OPTrust Infrastructure N.A. Inc., a wholly owned subsidiary of OPSEU Pension Plan Trust Fund, is the beneficiary of OpTrust N.A. Holdings Trust and has investment control over the reported shares.

(2) Pursuant to the amended and restated charter of InfraREIT, Inc., 625,788 shares of Class A Common Stock held by the reporting persons were cancelled for no consideration.

(3)

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.