

InfraREIT, Inc.  
Form 4  
November 03, 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 M5X1A6

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/30/2015

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		
Class A, Common Stock, \$0.01 par value per share	10/30/2015		S		\$ 14,439 (1) D 23.74 (2) 4,844,904	D	
Class A, Common Stock, \$0.01 par value per share	11/02/2015		S		\$ 60,000 (1) D 24.68 (2) 4,784,904	D	

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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## 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 M5X1A6		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/ John Walsh, OpTrust N.A. Holdings Trust by Optrust Infrastructure N.A. Inc. as its administrative agent 11/03/2015

\_\_Signature of Reporting Person Date

/s/ John Walsh, OpTrust Infrastructure N.A. Inc 11/03/2015

\_\_Signature of Reporting Person Date

/s/ John Walsh, OPSEU Pension Plan Trust Fund

11/03/2015

\_\_\_\_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).
- (1) Table I, Item 4 - Represents sales by the reporting person on the open market per Rule 10b-5-1.
  - (2) The reported price in Column 4 is an average sale price.

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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