InfraREIT, Inc. Form 4 January 06, 2016

### FORM 4

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

Check this box if no longer subject to

subject to Section 16. Form 4 or Form 5

Form 4 or Form 5 obligations may continue. See Instruction 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*\*

Gordon Storrow M

Gordon Storrow M

(Last) (First)

(Middle)

2. Issuer Name **and** Ticker or Trading Symbol

InfraREIT, Inc. [HIFR]

3. Date of Earliest Transaction

(Month/Day/Year)

1807 ROSS AVENUE, 4TH FLOOR 01/04/2016

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

\_X\_\_ Director \_\_\_\_\_\_ 10% Owner \_\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify

below) below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

Person

DALLAS, TX 75201

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	curities Acqu	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on(A) or Dispos (Instr. 3, 4 ar (A	sed of (D) d 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)
common stock, \$0.01 par value per share	01/04/2016		A	371 <u>(1)</u> A	\$ 18.837 (2)	371 <u>(3)</u>	D	

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

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SEC 1474

(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. Transacti Code (Instr. 8)	5. Number one f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and of Underlyin Securities (Instr. 3 and	ng	8. Price Derivat Security (Instr. 5
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (4)	<u>(4)</u>	01/04/2016		A	4,246	<u>(4)</u>	<u>(4)</u>	common stock	4,246	<u>(4)</u>
LTIP Units (5)	<u>(5)</u>					(5)	(5)	common	4,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
rdon Storrow M						
7 ROSS AVENUE, 4TH FLOOR	X					

DALLAS, TX 75201

## **Signatures**

Gor 180

/s/ Gregory S. Imhoff, as Attorney-In-Fact for Storrow M. Gordon

01/06/2016

\*\*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) Represents common stock issued under the InfraREIT, Inc. 2015 Equity Incentive Plan to non-employee directors who elected to receive shares of common stock in lieu of director cash compensation fees.
- (2) Represents the volume-weighted price of InfraREIT, Inc. shares of common stock on the New York Stock Exchange during the fifteen (15) consecutive trading days prior to January 1.
- (3) In the aggregate, Ms. Gordon beneficially owns 8,617 shares of common stock, consisting of the 371 shares of common stock shown in Table I, the 4,000 shares underlying the LTIP Units shown in Table II and the 4,246 shares underlying the LTIP Units shown in Table II.
  - LTIP Units of InfraREIT Partners, LP are awarded under the InfraREIT, Inc. 2015 Equity Incentive Plan to non-employee directors who elected to receive LTIP Units in lieu of common stock. The LTIP Units are scheduled to fully vest on January 4, 2017. Pursuant to the
- (4) Third Amended and Restated Agreement of Limited Partnership of InfraREIT Partners, LP, Ms. Gordon may elect to convert any vested LTIP Units on a one-for-one basis to common units of InfraREIT Partners, LP in accordance with their terms. Common units are redeemable for cash or, at InfraREIT, Inc.'s election, shares of InfraREIT, Inc.'s common stock on a one-for-one basis. The rights to convert vested LTIP Units into common units and redeem common units do not have expiration dates.

Reporting Owners 2

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Represents LTIP Units of InfraREIT Partners, LP that are scheduled to fully vest on February 4, 2016. Pursuant to the Third Amended and Restated Agreement of Limited Partnership of InfraREIT Partners, LP, Ms. Gordon may elect to convert any vested LTIP Units on a

(5) one-for-one basis to common units of InfraREIT Partners, LP. Common units are redeemable for cash or, at InfraREIT, Inc.'s election, shares of InfraREIT, Inc.'s common stock on a one-for-one basis on February 4, 2016. The rights to convert vested LTIP Units into common units and redeem common units do not have expiration dates.

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.