

InfraREIT, Inc.
Form 4
November 29, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Hunt Hunter

(Last) (First) (Middle)
1900 NORTH AKARD STREET
(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2016

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 Ownership (Instr. 4)
common stock, \$0.01 par value per share				(A) or (D) Price	5,500 ⁽¹⁾	I	See footnote ⁽¹⁾

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 number.

SEC 1474 (9-02)

Edgar Filing: InfraREIT, Inc. - Form 4

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 or Value of Underlying Securities (Instr. 3 and 4)
common units <u>(2)</u>	<u>(2)</u>	11/28/2016		J ⁽³⁾	91,586 ⁽³⁾	<u>(2)</u> ⁽³⁾ <u>(2)</u> ⁽³⁾	common stock	91,586 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hunt Hunter 1900 NORTH AKARD STREET DALLAS, TX 75201	X	X		

Signatures

/s/ Gregory S. Imhoff as Attorney-In-Fact for Hunter L. Hunt
11/29/2016

**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) The reported securities are owned directly by Hunt Consolidated, Inc. ("HCI") or one of its subsidiaries. The reporting person is a co-CEO of HCI and controls HCI through one or more intermediaries. The reporting person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein. HCI beneficially owns 15,175,942 shares of common stock consisting of the 5,500 shares reported in Table I and the 15,170,442 shares of common stock underlying the common units shown in Table II. This amount excludes 1,534,238 common units held by Electricity Participant Partnership, LLC, a subsidiary of HCI, as to which HCI and the reporting person have disclaimed beneficial ownership.
- (2) Represents common units of InfraREIT Partners, LP ("InfraREIT Partners"). Pursuant to the Third Amended and Restated Agreement of Limited Partnership of InfraREIT Partners, 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 right to redeem common units does not have an expiration date.
- (3) Represents the grant of common units of InfraREIT Partners by Hunt Transmission Services, L.L.C., a subsidiary of HCI, to David A. Campbell as incentive compensation. The common units are restricted and subject to vesting. The common units will vest one-fourth on January 31, 2018, one-fourth on January 31, 2019, one-fourth on January 31, 2020 and the balance of common units will vest on January 31, 2021, subject to continual service by Mr. Campbell with HCI or an affiliate thereof on such 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.