Edgar Filing: QTS Realty Trust, Inc. - Form 4

OTS Realty Trust Inc.

| Form 4 | , | | | | | | | | | | |
|--|------------------------------------|---------------------|---|---|-------------------------------------|------------------------------|---------------|---|--|-----------|--|
| March 12, 20 | _ | | | | | | | | OMB A | PPROVAL | |
| | UNITE | D STATES | | RITIES A shington, | | | NGE (| COMMISSION | OMB Number: | 3235-0287 | |
| Check thi if no long subject to Section 1 Form 4 of | 6. r | | GES IN BENEFICIAL OWNERSHIP SECURITIES | | | | | Expires: Estimated a burden hou response | irs per | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 | | | | | | | 'n | | | | |
| (Print or Type R | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Williams Chad L. | | | 2. Issuer Name and Ticker or Trading Symbol QTS Realty Trust, Inc. [QTS] | | | | g | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) (First) (Middle) C/O QTS REALTY TRUST, INC., 12851 FOSTER STREET, SUITE 205 | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/27/2015 | | | | | Director 10% Owner X Officer (give title Other (specify below) below) Chairman and CEO | | | |
| | | | | Amendment, Date Original I(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person | | | |
| OVERLAN | D PARK, KS 6 | 6213 | | | | | | Form filed by M Person | More than One Re | eporting | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | erivative S | ecuri | ties Aco | quired, Disposed o | f, or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | r) Execution any | on Date, if | Code (Instr. 8) | on(A) or Dis (D) (Instr. 3, 4 | sposed and 5 (A) or | of 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) | | |
| Class A common stock | 02/27/2015 | | | A | Amount 51,451 (1) | (D) A | Price \$ 0 | 118,712 | D | | |

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.

 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. Transactio Code (Instr. 8) | 5. Number of orDerivative 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 |
| Employee stock option (right to buy) | \$ 35.81 | 02/27/2015 | | А | 68,750 | (2) | 02/27/2025 | Class A common stock | 68,750 |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Williams Chad L. C/O QTS REALTY TRUST, INC. 12851 FOSTER STREET, SUITE 205 OVERLAND PARK, KS 66213 | | | Chairman and CEO | | | | |
| Signatures | | | | | | | |
| /s/ Timothy J. Kuester, attorney-in-fact | 03/12 | 2/2015 | | | | | |

Date

**Signature of Reporting Person

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) These restricted shares were granted under the QTS Realty Trust, Inc. 2013 Equity Incentive Plan (the "Plan") and vest ratably over four years beginning on the first anniversary of the date of grant and each quarter thereafter.
- (2) These options to purchase shares of Class A common stock were granted under the Plan and vest ratably over four years beginning on the first anniversary of the date of grant and each quarter thereafter.

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.