

QTS Realty Trust, Inc.
Form 4
October 17, 2013

FORM 4

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

OMB APPROVAL

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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 *
Williams Chad L.

(Last) (First) (Middle)

C/O QTS REALTY TRUST,
INC., 12851 FOSTER STREET,
SUITE 205

(Street)

OVERLAND PARK, KS 66213

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QTS Realty Trust, Inc. [QTS]

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2013

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)
Chairman and CEO

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)
			Code	V	Amount	(A) or (D)	Price
Class A common stock	10/15/2013		D		1,000	D	\$ 1 (1) 0
Class A common stock	10/15/2013		A		19,642 (2)	A	\$ 0 19,642
Class A common stock	10/15/2013		P		47,619	A	\$ 21 67,261

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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Employee stock option (right to buy)	\$ 21	10/15/2013		A	39,062		(3)	10/15/2023	Class A common stock
Class D units of Operating Partnership	(4)	10/15/2013		C	400,000		(4)	(4)	Class A units of Operating Partnership
Class A units of Operating Partnership	(4)	10/15/2013		C	400,000		(4)	(4)	Class A common stock
Class A units of Operating Partnership	(4)	10/15/2013		J	133,000		(4)	(4)	Class A common stock
Class B common stock	(4)	10/15/2013		J	133,000		(4)	(4)	Class A common stock

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/ Shirley E. Goza,
attorney-in-fact

10/17/2013

__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) QTS Realty Trust, Inc. (the "Company") repurchased 1,000 shares of common stock that were issued to Chad L. Williams in connection with the initial capitalization of the Company.

Concurrently with the closing of the initial public offering of the Company, the Company granted restricted shares under the QTS Realty Trust, Inc. 2013 Equity Incentive Plan (the "Plan") to Chad L. Williams that vest ratably over four years beginning on the first anniversary from the date of grant and each quarter thereafter.
- (2) Concurrently with the closing of the initial public offering of the Company, the Company granted options to purchase shares of Class A common stock under the Plan. The options vest ratably over a four year period beginning on the first anniversary of the date of grant and at each quarter thereafter.
- (3) In connection with the completion of the initial public offering of the Company, Class D Units of Operating Partnership were converted into Class A units on a one-for-one basis, and Quality Technology Group, LLC contributed 133,000 Class A units to the Company for

(4) 133,000 shares of the Company's Class B common stock pursuant to the Class B Stock Purchase Agreement dated September 25, 2013 between Chad L. Williams, Quality Technology Group, LLC and the Company. The Class B common stock automatically converts into Class A common stock in certain circumstances and is convertible at any time into Class A common stock at the option of the holder.
- (5) Securities held by Quality Technology Group, LLC, of which Mr. Williams is the manager.

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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