

QTS Realty Trust, Inc.
Form 4
October 01, 2014

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 *
Marino Peter

(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)
09/30/2014

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8
------------------------	---------------	--------------------------------------	-------------------------------	----------------	--------------	---	--	---

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

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)								
							Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class RS LTIP units of Operating Partnership	<u>(1)</u>	09/30/2014	C										Class A units of Operating Partnership	875
Class A units of Operating Partnership	<u>(2)</u>	09/30/2014	C										Class A common stock	875

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Marino Peter
C/O QTS REALTY TRUST, INC.
12851 FOSTER STREET, SUITE 205
OVERLAND PARK, KS 66213

X

Signatures

/s/ Shirley E. Goza,
attorney-in-fact

10/01/2014

 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) Each Class RS LTIP unit is convertible by the Company's operating partnership or by the holder into Class A units at any time, and upon equalization of the capital account of a Class RS LTIP unit with the per unit capital account of the Class A units (and full vesting of the Class RS LTIP unit, if such unit is subject to vesting), the Class RS LTIP unit will be convertible into one Class A unit, subject to certain exceptions and adjustments.

(2) Class RS LTIP units of the Operating Partnership automatically converted on a one-for-one basis to Class A units of the Operating Partnership in accordance with its terms. Class A units are redeemable for cash or, at the Company's election, shares of the Company's Class A common stock on a one-for-one basis, beginning one year following the beginning of the first full calendar month following the closing of the Company's initial public offering, which was October 15, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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

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.