QTS Realty Trust, Inc. Form 4 January 05, 2015

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(Last)

(City)

1. Name and Address of Reporting Person * SCHAFER WILLIAM H

> (First) (Middle)

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

(Street)

(State)

OVERLAND PARK, KS 66213

2. Issuer Name and Ticker or Trading Symbol

QTS Realty Trust, Inc. [QTS]

3. Date of Earliest Transaction (Month/Day/Year) 12/31/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Financial Officer

6. Ownership

Form: Direct

10% Owner

Other (specify

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

X_ Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

3. Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

4. Securities 5. Amount of

(A)

or

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

(Instr. 4)

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

7. Nature of

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

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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 Conversion

3. Transaction Date 3A. Deemed

4. 5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		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	Amoun or Numbe of Shares
Class RS LTIP units of Operating Partnership	<u>(1)</u>	12/31/2014		С			1,563	(1)	(1)	Class A units of Operating Partnership	1,563
Class A units of Operating Partnership	(2)	12/31/2014		C		1,563		(2)	(2)	Class A common stock	1,563

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHAFER WILLIAM H C/O QTS REALTY TRUST, INC. 12851 FOSTER STREET, SUITE 205 OVERLAND PARK, KS 66213

Chief Financial Officer

Signatures

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

12/31/2014

**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).
- 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.
- 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. 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.

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