

Williams Chad L.
Form 4
August 15, 2017

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

(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)
08/14/2017

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)

Chief Executive Officer

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 or Price (A) or (D)		
Class A common stock	08/14/2017		M		\$ 21 (7)	236,526	D
Class A common stock	08/14/2017		M		\$ 35.81 (8)	279,494	D
Class A common stock	08/14/2017		M		\$ 45.78 (9)	315,696	D
Class A common	08/14/2017		C		(10)	804,132	D

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stock

Class A common stock	08/14/2017	S	682,576	D	\$ 54.25	121,556	D
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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee stock option (right to buy)	\$ 21	08/14/2017		M	36,620	<u>(1)</u> 10/15/2023	Class A common stock
Employee stock option (right to buy)	\$ 35.81	08/14/2017		M	42,968	<u>(2)</u> 02/27/2025	Class A common stock
Employee stock option (right to buy)	\$ 45.78	08/14/2017		M	36,202	<u>(3)</u> 03/02/2026	Class A common stock
Class O LTIP units of Operating Partnership	<u>(4)</u>	08/14/2017		C	500,000	<u>(4)</u> <u>(4)</u>	Class A units of Operating Partnership
Class A units of Operating Partnership	<u>(4)</u>	08/14/2017		C	263,436	<u>(4)</u> <u>(4)</u>	Class A common stock
	<u>(5)</u>	08/14/2017		C	263,436	<u>(5)</u> <u>(5)</u>	

Class A
units of
Operating
Partnership

Class A
common
stock

Class A
units of
Operating
Partnership

(6)

08/14/2017

C

225,000

(6)

(6)

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 OVERLAND PARK, KS 66213			Chief Executive Officer	

Signatures

/s/ Timothy J. Kuester,
Attorney-in-Fact

08/15/2017

__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) 36,620 shares of Class A common stock were acquired upon Mr. Williams' exercise of options to purchase shares of Class A common stock, granted on October 15, 2013 under the QTS Realty Trust, Inc. 2013 Equity Compensation Plan. The options vest ratably over a four year period beginning on the first anniversary of the date of grant and at the end of each calendar quarter thereafter.

(2) 42,968 shares of Class A common stock were acquired upon Mr. Williams' exercise of options to purchase shares of Class A common stock, granted on February 27, 2015 under the QTS Realty Trust, Inc. 2013 Equity Compensation Plan. The options vest ratably over a four year period beginning on the first anniversary of the date of grant and at the end of each calendar quarter thereafter.

(3) 36,202 shares of Class A common stock were acquired upon Mr. Williams' exercise of options to purchase shares of Class A common stock, granted on March 2, 2016 under the QTS Realty Trust, Inc. 2013 Equity Compensation Plan. The options vest ratably over a three year period beginning on the first anniversary of the date of grant and at the end of each calendar quarter thereafter.

(4) Each Class O LTIP unit is convertible by the Company's operating partnership or by the holder into Class A units at any time, and upon such equalization of the capital account of a Class O LTIP unit (and full vesting of the Class O LTIP unit, if such unit is subject to vesting and being converted by the holder), the Class O LTIP unit will be convertible into a number of Class A units equal to (i) the Class O LTIP unit's capital account divided by (ii) the capital account balance of a Class A unit (i.e., in a manner similar to a typical stock appreciation right), subject to certain exceptions and adjustments. Class A units became redeemable for cash or, at the Company's election, shares of the Company's Class A common stock on a one-for-one basis in November 2014, which was one year following the beginning of the first full calendar month following the closing of the initial public offering.

(5) 263,436 shares of Class A common stock were acquired upon Mr. Williams' redemption of 263,436 Class A units of the Operating Partnership. Class A units are redeemable for cash or, at the operating partnership's election, shares of the Company's Class A common stock on a one-for-one basis, beginning November 1, 2014, which was one year following the beginning of the first full calendar month following the closing of the Company's initial public offering.

(6) Class A units are redeemable for cash or, at the operating partnership's election, shares of the Company's Class A common stock on a one-for-one basis, beginning November 1, 2014, which was one year following the beginning of the first full calendar month following the closing of the Company's initial public offering.

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- (7) 36,620 shares of Class A common stock were acquired upon Mr. Williams' exercise of options to purchase shares of Class A common stock, granted on October 15, 2013 under the QTS Realty Trust, Inc. 2013 Equity Compensation Plan. The options vest ratably over a four year period beginning on the first anniversary of the date of grant and at the end of each calendar quarter thereafter.
- (8) 42,968 shares of Class A common stock were acquired upon Mr. Williams' exercise of options to purchase shares of Class A common stock, granted on February 27, 2015 under the QTS Realty Trust, Inc. 2013 Equity Compensation Plan. The options vest ratably over a four year period beginning on the first anniversary of the date of grant and at the end of each calendar quarter thereafter.
- (9) 36,202 shares of Class A common stock were acquired upon Mr. Williams' exercise of options to purchase shares of Class A common stock, granted on March 2, 2016 under the QTS Realty Trust, Inc. 2013 Equity Compensation Plan. The options vest ratably over a three year period beginning on the first anniversary of the date of grant and at the end of each calendar quarter thereafter.
- (10) 488,436 shares of Class A common stock were acquired upon Mr. Williams' redemption of 488,436 Class A units of the Operating Partnership. Class A units are redeemable for cash or, at the operating partnership's election, shares of the Company's Class A common stock on a one-for-one basis, beginning November 1, 2014, which was one year following the beginning of the first full calendar month following the closing of the Company's initial public offering.

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.