

Richards Christine
Form 4
September 20, 2018

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Richards Christine

(Last) (First) (Middle)

999 SOUTH SHADY GROVE
ROAD, SUITE 600

(Street)

MEMPHIS, TN 38120

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Education Realty Trust, Inc. [EDR]

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

09/20/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Executive VP and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/20/2018		D ⁽¹⁾		39,122	D ⁽¹⁾	0

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

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information contained in this form are not
required to respond unless the form
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(9-02)

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

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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 Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Profit-Only Interest	\$ 0	09/20/2018		C	(2)		54,974	(2)	(2)	Common Stock	54,974
OP Units	(2)	09/20/2018		C	(2)		54,974	(2)	(2)	Common Stock	54,974
OP Units	(2)	09/20/2018		D	(2)		54,974	(2)	(2)	Common Stock	54,974

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richards Christine 999 SOUTH SHADY GROVE ROAD, SUITE 600 MEMPHIS, TN 38120			Executive VP and COO	

Signatures

/s/ Lindsey Mackie, as Attorney in Fact for Christine Richards

09/20/2018

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) Disposed of each outstanding share of common stock, \$0.01 par value per share, pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), dated as of June 25, 2018, by and among Education Realty Trust, Inc. (the "Company"), Education Realty Operating Partnership, LP (the "Operating Partnership"), University Towers Operating Partnership, LP, Education Realty OP GP, Inc., University Towers OP GP, LLC, GSHGIF LTP, LP, GSHGIF REIT ("REIT Merger Sub"), GSHGIF Acquisition LP ("OP Merger Sub") and GSHGIF DownREIT LP, in exchange for a cash payment of \$41.50 per share, without interest, at the effective time of the merger of the Company with and into REIT Merger Sub on September 20, 2018.

(2) Immediately prior to the consummation of the merger of OP Merger Sub with and into the Operating Partnership (the "OP Merger"), each unvested profits only interest ("POI") in the Operating Partnership automatically became fully vested, after which each outstanding POI was automatically converted into a Class A unit of limited partnership interest in the Operating Partnership ("OP Unit") in accordance with the terms of the Third Amended and Restated Partnership Agreement of the Operating Partnership. The reporting person then disposed of each outstanding OP Unit pursuant to the Merger Agreement, in exchange for a cash payment of \$41.50 per OP Unit, without interest, at the effective time of the OP Merger on September 20, 2018.

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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