

QTS Realty Trust, Inc.
Form 4
August 15, 2014

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

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(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)

06/02/2014

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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

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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 Derivative	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	Amount or Number of Shares
Class RS LTIP units of Operating Partnership	<u>(1)</u>	06/02/2014	C			6,125	<u>(1)</u>	<u>(1)</u>	Class A units of Operating Partnership	6,125
Class A units of Operating Partnership	<u>(2)</u>	06/02/2014	C		6,125		<u>(2)</u>	<u>(2)</u>	Class A common stock	6,125
Class RS LTIP units of Operating Partnership	<u>(1)</u>	06/30/2014	C			875	<u>(1)</u>	<u>(1)</u>	Class A units of Operating Partnership	875
Class A units of Operating Partnership	<u>(2)</u>	06/30/2014	C		875		<u>(2)</u>	<u>(2)</u>	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

08/15/2014

 **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

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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.

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