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

| QTS Realty T<br>Form 4  | rust, Inc.   |               |                                |  |                                       |  |   |   |                    |      |  |
|---|--|---------------|--------------------------------|--|---------------------------------------|--|---|---|--------------------|------|--|
| October 01, 20  | 014  |               |                                |  |                                       |  |   |   |                    |      |  |
| FORM  | Л  |               |                                |  |                                       |  |   |   | PPROVA             | ۱L   |  |
|   | UNITED   | STATES        |                                | RITIES<br>ashingtor  |                                       |  | E COMMISSION  | OMB<br>Number:  | 3235-              | 0287 |  |
| Check this  | r  |               |                                |  |                                       |  |   | Expires:  | Januar             |      |  |
| if no longer<br>subject to<br>Section 16.<br>Form 4 or  |  |               |                                |  | I BENEI<br>RITIES                     | Estimated average burden hours per   |   | 2005  |                    |      |  |
| Form 5<br>obligations<br>may contin<br><i>See</i> Instruc<br>1(b).  | Section 17(  | (a) of the l  | Public U                       | Jtility Ho   | lding Co                              |  | ange Act of 1934,<br>t of 1935 or Sectio<br>1940  | on  |                    |      |  |
| (Print or Type Re   | esponses)  |               |                                |  |                                       |  |   |   |                    |      |  |
| 1. Name and Address of Reporting Person <u>*</u><br>Reinhart James H.   |  |               | Symbol                         | er Name <b>ar</b><br>tealty Tru  |                                       |  | 5. Relationship of Reporting Person(s) to Issuer  |   |                    |      |  |
| (Last) (First) (Middle)   |  |               | -                              | of Earliest '  |                                       |  | (Check all applicable)  |   |                    |      |  |
| C/O QTS REALTY TRUST,<br>INC., 12851 FOSTER STREET,<br>SUITE 205  |  |               | (Month/Day/Year)<br>09/30/2014 |  |                                       |  | Director 10% Owner   Officer (give title Other (specify below)   below) below)   Chief Operations Officer |   |                    |      |  |
|   | 4. If Amendment, Date Original Filed(Month/Day/Year) |               |                                | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_Form filed by One Reporting Person |                                       |  |   |   |                    |      |  |
| OVERLAND  | PARK, KS 66  | 213           |                                |  |                                       |  | Form filed by Person  | More than One R   | eporting           |      |  |
| (City)  | (State)  | (Zip)         | Tab                            | ole I - Non  | Derivative                            | e Securities   | Acquired, Disposed o  | of, or Beneficia  | lly Owned          | d    |  |
| 1.Title of<br>Security<br>(Instr. 3)2. Transaction Date<br>(Month/Day/Year)2A. Deem<br>Execution<br>any<br>(Month/D |  |               |                                |  | (A) or<br>d of (D)<br>4 and 5)<br>(A) | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4)                                      | 7. Nature<br>Indirect<br>Beneficia<br>Ownersh<br>(Instr. 4) | al                 |      |  |
|   |  |               |                                | Code V   | Amount                                |  | (Instr. 3 and 4)  |   |                    |      |  |
| Reminder: Repor   | rt on a separate line                                | e for each cl | ass of sec                     | urities ben  | eficially ov                          | ned directly   | or indirectly.  |   |                    |      |  |
|   |  |               |                                |  | Perse<br>infor<br>requi               | ons who re<br>mation con<br>red to resp<br>ays a curre                         | espond to the collect<br>nained in this form<br>bond unless the for<br>ently valid OMB col                | are not<br>m  | SEC 1474<br>(9-02) |      |  |
|   | Tab  |               |                                |  |                                       | sposed of, o<br>convertible  | r Beneficially Owned<br>securities)   |   |                    |      |  |

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

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| Security<br>(Instr. 3)                                   | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. | 8) | Securities (Month/Day/Year)<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |       | (Instr. 3 and 4)    |                    |   |                                      |
|--|---|------------|-------------------------|-----------------|----|--|-------|---------------------|--------------------|---|--------------------------------------|
|  |   |            |                         | Code            | V  | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amoun<br>or<br>Numbe<br>of<br>Shares |
| Class RS<br>LTIP units<br>of<br>Operating<br>Partnership | (1)   | 09/30/2014 |                         | C               |    |  | 3,125 | (1)                 | (1)                | Class A<br>units of<br>Operating<br>Partnership | 3,125                                |
| Class A<br>units of<br>Operating<br>Partnership          | (2)   | 09/30/2014 |                         | С               |    | 3,125  |       | (2)                 | (2)                | Class A<br>common<br>stock                      | 3,125                                |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                          |       |  |  |  |  |
|--|---------------|-----------|--------------------------|-------|--|--|--|--|
| 1  | Director      | 10% Owner | Officer                  | Other |  |  |  |  |
| Reinhart James H.<br>C/O QTS REALTY TRUST, INC.<br>12851 FOSTER STREET, SUITE 205<br>OVERLAND PARK, KS 66213 |               |           | Chief Operations Officer |       |  |  |  |  |
| Signatures   |               |           |                          |       |  |  |  |  |
| /s/ Shirley E. Goza,<br>attorney-in-fact   | 10/01/20      | 14        |                          |       |  |  |  |  |
| **Signature of Reporting Person  | Date          |           |                          |       |  |  |  |  |
| Evelopetion of Deeres  |               |           |                          |       |  |  |  |  |

## **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

(2) Faithership 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.