Berson Jeffrey H. Form 4 October 03, 2017

FORM 4

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

Check this box subject to

if no longer 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).

(City)

1. Name and Address of Reporting Person * Berson Jeffrey H.

> (First) (Middle) (Last)

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

(Street)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

QTS Realty Trust, Inc. [QTS]

3. Date of Earliest Transaction (Month/Day/Year) 09/29/2017

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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response...

Estimated average

burden hours per

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

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

OVERLAND PARK, KS 66213

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if				•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Mondin Bay, Tear)	any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				(A)		Reported Transaction(s)	()	(======================================	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A common stock	09/29/2017		F	2,501 (1)	D	\$ 52.01	49,250	D	

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)

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Berson Jeffrey H. C/O QTS REALTY TRUST, INC. 12851 FOSTER STREET OVERLAND PARK, KS 66213

Chief Financial Officer

Signatures

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

10/03/2017

**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).
- Reflects shares surrendered to the Issuer to satisfy tax withholding obligation in connection with the vesting of restricted shares.

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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