

QTS Realty Trust, Inc.
Form 4
December 15, 2015

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 *
Goza Shirley E.

(Last) (First) (Middle)

C/O QTS REALITY 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)
12/11/2015

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)
Secretary

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)
Class A common stock	12/11/2015		M	V	8,877 A \$ 21 (1)	27,273	D
Class A common stock	12/11/2015		C		27,549 A (2)	54,822	D
Class A common stock	12/11/2015		S		8,877 D \$ 41.35 (3)	45,945	D
Class A common	12/11/2015		S		27,549 D \$ 41.42	18,396	D

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stock

(4)

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

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(9-02)

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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 21	12/11/2015		M	8,887	<u>(1)</u> 10/15/2023	Class A common stock
Class O LTIP units of Operating Partnership	<u>(5)</u>	12/11/2015		C	60,906	<u>(5)</u> <u>(5)</u>	Class A units of Operating Partnership
Class A units of Operating Partnership	<u>(5)</u>	12/11/2015		C	27,549	<u>(5)</u> <u>(5)</u>	Class A common stock
Class A units of Operating Partnership	<u>(2)</u>	12/11/2015		C	27,549	<u>(2)</u> <u>(2)</u>	Class A common stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goza Shirley E. C/O QTS REALITY TRUST, INC. 12851 FOSTER STREET			Secretary	

OVERLAND PARK, KS 66213

Signatures

/s/ Timothy J. Kuester,
attorney-in-fact

12/15/2015

__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) 8,877 shares of Class A common stock were acquired upon Ms. Goza's 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) 27,549 shares of Class A common stock were acquired upon Ms. Goza's redemption of 27,549 Class A units of the Operating Partnership. Class A units are redeemable for cash or, at the operating partnership's election, shares of the QTS Realty Trust Inc.'s (the "Company") 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.02 to \$41.67, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote (3).

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.03 to \$41.69, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote (4).

(5) 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 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.

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