

Ender Farrell M.
Form 4
March 09, 2018

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 *
Ender Farrell M.

2. Issuer Name and Ticker or Trading Symbol
INDEPENDENCE REALTY TRUST, INC. [IRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2018

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

C/O INDEPENDENCE REALTY TRUST, INC., 2 LIBERTY PL., 50 S. 16TH ST, STE. 3575

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

PHILADELPHIA, PA 19102

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/08/2018 ⁽¹⁾		F ⁽¹⁾	5,639 D \$ 8.65	105,660	D	
Common Stock	03/08/2018 ⁽²⁾		F ⁽²⁾	2,574 D \$ 8.78	103,086	D	
Common Stock	03/08/2018 ⁽³⁾		F ⁽³⁾	841 D \$ 8.52	102,245	D	
Common Stock					2,000	I	By wife

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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)

Table with columns: 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 Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: Ender Farrell M., C/O INDEPENDENCE REALTY TRUST, INC., 2 LIBERTY PL., 50 S. 16TH ST, STE. 3575, PHILADELPHIA, PA 19102, President.

Signatures

/s/ Jessica K. Norman, attorney in fact, 03/09/2018. **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) This forfeiture was undertaken solely to satisfy a tax withholding liability relating to the vesting of restricted stock held by the reporting person. The reporting person made the withholding election on March 8, 2018 with respect to restricted stock that vested on February 12, 2018.
(2) This forfeiture was undertaken solely to satisfy a tax withholding liability relating to the vesting of restricted stock held by the reporting person. The reporting person made the withholding election on March 8, 2018 with respect to restricted stock that vested on February 18, 2018.
(3) This forfeiture was undertaken solely to satisfy a tax withholding liability relating to the vesting of restricted stock held by the reporting person. The reporting person made the withholding election on March 8, 2018 with respect to restricted stock that vested on February 28,

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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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