

Decker Mark Okey Jr  
Form 5  
February 14, 2019

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

OMB  
Number: 3235-0362  
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2005  
Estimated average  
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response... 1.0

1. Name and Address of Reporting Person \*  
Decker Mark Okey Jr

(Last) (First) (Middle)

C/O INVESTORS REAL ESTATE  
TRUST, 1400 31ST AVE. SW,  
SUITE 60

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
INVESTORS REAL ESTATE  
TRUST [IRET]

3. Statement of Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2018

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)  
President, CEO and CIO

6. Individual or Joint/Group Reporting

(check applicable line)

MINOT, ND 58702

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
Common Shares of Beneficial Interest	12/31/2018	12/31/2018	A	1,400	(D)		1,400 (1)	I	Spouse IRA	
Common Shares of Beneficial	05/04/2018	05/04/2018	G	20	(1)	A	\$ 0	20 (1)	I	Child 1

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Interest

Common Shares of Beneficial Interest	05/04/2018	Â	G	20 <sup>(1)</sup>	A	\$ 0	20 <sup>(1)</sup>	I	Child 2
Common Shares of Beneficial Interest	05/04/2018	Â	G	20 <sup>(1)</sup>	A	\$ 0	20 <sup>(1)</sup>	I	Child 3
Common Shares of Beneficial Interest	05/04/2018	Â	G	20 <sup>(1)</sup>	A	\$ 0	20 <sup>(1)</sup>	I	Child 4
Common Shares of Beneficial Interest	05/04/2018	Â	G	80 <sup>(1)</sup>	D	\$ 0	19,055 <sup>(1)</sup> <sub>(4)</sub>	D	Â
Common Shares of Beneficial Interest	06/21/2018	Â	M4	811 <sup>(1)</sup>	A	\$ <sup>(2)</sup>	19,135 <sup>(1)</sup>	D	Â

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Shares of Beneficial Interest	Â	06/21/2018	Â	M4	Â 811	06/21/2018 <sup>(3)</sup> 05/01/2020	Common Shares of Beneficial Interest 2,4

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Decker Mark Okey Jr C/O INVESTORS REAL ESTATE TRUST 1400 31ST AVE. SW, SUITE 60 MINOT, ND 58702	<input checked="" type="checkbox"/> X	<input type="checkbox"/>	<input checked="" type="checkbox"/> President, CEO and CIO	<input type="checkbox"/>

## Signatures

/s/ John Kirchmann, Attorney in Fact for Mark O.  
Decker

02/14/2019

\_\_\_\_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).
- Effective at the close of market on December 27, 2018, the Issuer effected a 1-for-10 reverse stock split of its issued and outstanding common shares of beneficial interest, resulting in a proportional decrease in the total common shares beneficially owned by the reporting
- (1) person. All previously reported restricted stock unit and option grants, option exercise prices, and securities convertible into common stock were proportionally adjusted to reflect the reverse split. The reporting person will receive cash in lieu of fractional shares in the reverse stock split.
  - (2) Each restricted stock unit represents a contingent right to receive one share of IRET common stock.
  - (3) Restricted stock units vest in three cumulative annual installments beginning the date shown.
  - (4) Due to a mathematical error the total number of shares held was incorrectly under-reported by 60 shares (post-split) since the May 2, 2018 Form 4 filing, although all transactions were correctly reported and reflected in the filings.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.