

Education Realty Trust, Inc.
Form 4
January 04, 2017

FORM 4

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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Trubiana Thomas

(Last) (First) (Middle)

999 SOUTH SHADY GROVE
ROAD, SUITE 600

(Street)

MEMPHIS, TN 38120

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Education Realty Trust, Inc. [EDR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2017

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

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 Ownership (Instr. 4)
Common Stock	01/01/2017		A	Amount (1) 36,621	(A) or (D) A \$ 0	127,569	D
Common Stock	01/01/2017		F	826 (2)	D \$ 42.3	126,743	D
Common Stock	01/01/2017		F	15,507 (3)	D \$ 42.3	111,236	D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Profit-Only Interest ⁽⁴⁾	<u>(5)</u>	01/01/2017		A	4,267	<u>(4)(5)</u> <u>(5)</u>	Common Stock	4,267

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trubiana Thomas 999 SOUTH SHADY GROVE ROAD, SUITE 600 MEMPHIS, TN 38120	X		President	

Signatures

/s/ Lindsey Mackie, as Attorney in Fact for Thomas Trubiana

01/04/2017

 **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).
- (1) Represents shares of common stock issued as a result of the vesting of performances-based restricted stock units ("RSUs") previously granted pursuant to the Education Realty Trust, Inc. ("EdR") 2014 Long-Term Incentive Plan.
- (2) Represents shares surrendered to EdR to satisfy tax withholding obligations in connection with the vesting of previously granted restricted stock.
- (3) Represents shares surrendered to EdR to satisfy tax withholding obligations in connection with the vesting of previously granted RSUs.
- (4) Represents a grant pursuant to the EdR 2017 Long-Term Incentive Plan which will vest ratably over three years beginning on January 1, 2018. The reporting person has elected to receive his award in the form of profit-only interests ("POIs") in Education Realty Operating Partnership, LP (the "Operating Partnership"), a subsidiary of EdR.
- (5) Upon the occurrence of certain capital account equalization events, the POIs will become ordinary units of the Operating Partnership and may be redeemed for cash or, at EdR's option, shares of EdR's common stock on a one-for-one basis.
- (6)

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Represents (i) 4,912 POIs granted under the EdR 2015 and 2016 Long-Term Incentive Plans that have vested, (ii) an aggregate of 9,033 POIs granted under the EdR 2015, 2016 and 2017 Long-Term Incentive Plans, including the newly granted POIs described in footnote 4 above, that vest ratably over the corresponding three year periods and (iii) an aggregate of 54,196 performance based POIs granted under the EdR 2015 and 2016 Long-Term Incentive Plans that vest on January 1, 2018 and 2019, respectively, subject to certain performance conditions.

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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