Edgar Filing: Education Realty Trust, Inc. - Form 4

Education Realty Form 4 May 01, 2015	Trust, Inc.									
Check this boy if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEM Filed pur Section 17(MENT O rsuant to S (a) of the 1	Wa F CHAN Section 1 Public U	NGES IN SECUF 16(a) of th Utility Hol	, D.C. 20 BENEF RITIES le Securi ding Cor	9 549 ICIAL O ties Excha	C COMMISSIO WNERSHIP OI nge Act of 1934, of 1935 or Secti 940	N OMB Number: Expires: Estimated burden hou response	urs per	
(Print or Type Respo	onses)									
1. Name and Addrea Richards Christi	2. Issuer Name and Ticker or Trading Symbol Education Realty Trust, Inc. [EDR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 999 SOUTH SH ROAD, SUITE	3. Date of Earliest Transaction (Month/Day/Year) 04/30/2015				Director 10% Owner X Officer (give title Other (specify below) below) Executive VP and COO					
				endment, Da onth/Day/Yea	-	.1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date nth/Day/Year)	Execution any	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D) 4 and 5) (A) or	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	
Reminder: Report of	n a separate line	e for each cl	ass of sec	urities benet	Perso inform requir	ns who res nation cont ed to resp iys a curre	or indirectly. spond to the collect tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Profit-Only Interest (1)	(2)	04/30/2015 <u>(3)</u>		А		10,548		(1)(2)	(1)(2)	Common Stock	10,548

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Richards Christine 999 SOUTH SHADY GROVE ROAD, SUITE 600 MEMPHIS, TN 38120			Executive VP and COO				
Signatures							
/s/ J. Drew Koester, as Attorney in Fact for Christine Richards		05/01/2015					
<u>**</u> 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).
- Represents a grant of performance based awards pursuant to the Education Realty Trust, Inc. ("EDR") 2015 Long-Term Incentive Plan (the "Plan"), which will vest upon continued employment at the end of a three year period from the grant date provided that certain performance criteria are met over that three year period. The reporting person has elected to receive his performance based award in the form of profit-only interests ("POIs") in Education Realty Operating Partnership, LP (the "Operating Partnership"), a subsidiary of EDR. Each performance based award represents a contingent right to receive 0-100% of that number of POIs based upon the achievement of certain performance criteria set forth in the Plan. The amount presented represents the maximum number of POIs that the reporting person can receive upon achieving the maximum performance (or 100%) level.
- (2) Upon the occurrence of certain capital account equalization events, the POIs will become ordinary units of the Operating Partnership and be exchangeable for shares of EDR's common stock on a one-for-one basis.
- The Compensation Committee of the Board of Directors of EDR approved the grant of performance based awards on February 4,
 (3) 2015, at a fair value per unit to be determined. EDR engaged an independent third party valuation consultant to establish the fair value on the date of grant. On April 30, 2015, the valuation report was finalized and the grant of POIs was determined.

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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