Education Realty Trust, Inc.

Form 4

January 04, 2017

### 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Mackie Lindsey

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First)

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

999 S SHADY GROVE RD SUITE 600

(Street)

(State)

(Month/Day/Year)

MEMPHIS, TN 38120

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)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Execution Date, if Code (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. Transactionof

5. Number 6. Date Exercisable and **Expiration Date** Derivative (Month/Day/Year)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Senior VP and CAO

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(9-02)

(Instr. 4)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Director

Applicable Line)

X\_ Officer (give title

Estimated average

burden hours per

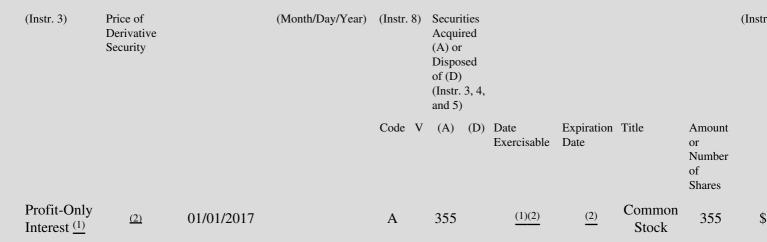
7. Title and Amount of 8. Pri **Underlying Securities** (Instr. 3 and 4)

1

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



## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mackie Lindsey

999 S SHADY GROVE RD SUITE 600 Senior VP and CAO

MEMPHIS, TN 38120

# **Signatures**

/s/ Lindsey
Mackie
01/04/2017

\*\*Signature of Date
Reporting Person

## **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 pursuant to the Education Realty Trust, Inc. ("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 her award in the form of profit-only interests ("POIs") in Education Realty Operating Partnership, LP (the "Operating Partnership"), a subsidiary of EdR.
- (2) 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.
- Represents (i) 110 POIs granted under the EdR 2016 Long-Term Incentive Plans that have vested, (ii) an aggregate of 575 POIs granted under the EdR 2016 and 2017 Long-Term Incentive Plans, including the newly granted POIs described in footnote 1 above, that vest ratably over the corresponding three year periods and (iii) an aggregate of 1,578 performance based POIs granted under the EdR 2016 Long-Term Incentive Plans that vest on January 1, 2019, 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. 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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