Brewer Edwin B JR Form 4 January 03, 2018

Check this box

if no longer

subject to

Section 16.

Form 4 or

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Form 5 obligations may continue. See Instruction

(Middle)

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Brewer Edwin B JR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

Education Realty Trust, Inc. [EDR]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

999 S SHADY GROVE RD, SUITE

(Street)

01/01/2018

below) below)

600

4. If Amendment, Date Original

Executive VP and CFO 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

MEMPHIS, TN 38120

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

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

1. Title of Security (Instr. 3)

(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

Following

(Instr. 3 and 4) Code V Amount (D) Price

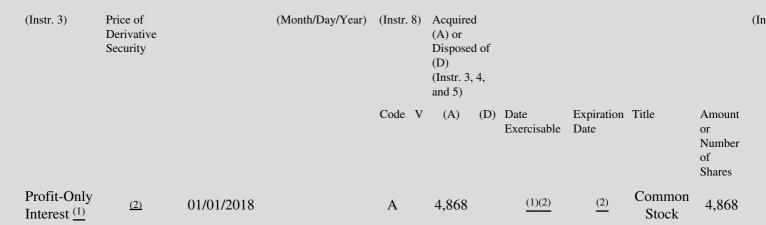
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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

#### Edgar Filing: Brewer Edwin B JR - Form 4



### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brewer Edwin B JR 999 S SHADY GROVE RD SUITE 600 MEMPHIS, TN 38120

Executive VP and CFO

## **Signatures**

/s/Edwin B. 01/03/2018 Brewer, Jr.

\*\*Signature of Reporting Date
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 EdR 2018 Long-Term Incentive Plan. 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. The grant will vest over a three year period with one-third of the POIs vesting on January 1, 2019, one-third vesting on January 1, 2020 and one-third vesting on January 1, 2021.
- (2) Upon the occurrence of certain capital account equalization events, the POIs will become common units of limited partnership interest in the Operating Partnership, which may be redeemed for cash or, at EdR's option, shares of EdR's common stock on a one-for-one basis.
  - Represents (i) 4,236 POIs granted under the EdR 2015, 2016 and 2017 Long-Term Incentive Plans that have vested, (ii) 7,707 POIs granted under the EdR 2016, 2017 and 2018 Long-Term Incentive Plans that vest ratably over the corresponding three year periods,
- (3) including the newly granted POIs described in footnote 1 above, and (iii) 38,802 POIs granted under the 2015, 2016 and 2017 Long-Term Incentive Plans that vest in 2018, 2019 and 2020, respectively, subject to certain performance conditions. EdR's compensation committee will determine the percentage of performance-based POIs that will vest each year after an evaluation of the achievement of the established performance metrics for the previous year.

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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