QTS Realty Trust, Inc. Form 4/A December 15, 2015

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Goza Shirley E.

2. Issuer Name and Ticker or Trading Symbol

QTS Realty Trust, Inc. [QTS]

(First) (Middle) (Last)

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

12/11/2015

QTS REALTY TRUST, INC., 12851 FOSTER STREET

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year) 12/15/2015

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

below)

(Check all applicable)

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

below) Secretary

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

OVERLAND PARK, KS 66213

(City) (State) (Zip) 1. Title of

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 3. 4. Securities

Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of Underlying Securities

8.

D

S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	. 8)	(A) o Dispo	osed of . 3, 4,			(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) (1)	\$ 21	12/11/2015		M			8,877	(2)	10/15/2023	Class A common stock	8,877

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Goza Shirley E.							
QTS REALTY TRUST, INC.			Compton				
12851 FOSTER STREET	S1 FOSTER STREET Secretary						
OVERLAND PARK, KS 66213							

## **Signatures**

/s/ Timothy J. Kuester, attorney-in-fact

\*\*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) This Form 4/A is being filed to correct the number of employee stock options exercised by the reporting person on December 11, 2015.
- 8,877 shares of Class A common stock were acquired upon Ms. Goza's exercise of options to purchase shares of Class A common stock,
  granted on November 15, 2013 under the QTS Realty Trust, Inc. 2013 Equity Compensation Plan. The options vest ratably over a four year period beginning on the first anniversary of the date of grant and at the end of each calendar quarter thereafter.

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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