

MID AMERICA APARTMENT COMMUNITIES INC
 Form 4
 December 16, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
JENNINGS TONI

2. Issuer Name and Ticker or Trading Symbol
MID AMERICA APARTMENT COMMUNITIES INC [MAA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6584 POPLAR AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

MEMPHIS, TN 38138
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 12/14/2016 | | M | 898.8239 A \$ 0 ⁽¹⁾ | 4,437.8239 | D | |
| Common Stock | 12/14/2016 | | D | 898.8239 D \$ 89.6861 | 3,539 | D | |

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

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SEC 1474 (9-02)

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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 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 Acquired (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| PPS Phantom Stock | <u>(1)</u> | 12/14/2016 | | M | 898.8239 | 12/14/2016 | 12/14/2016 | Common Stock | 898.8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JENNINGS TONI 6584 POPLAR AVE MEMPHIS, TN 38138 | | X | | |

Signatures

/s/ Leslie
Wolfgang

12/16/2016

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) As of December 1, 2016, the Issuer acquired Post Properties, Inc. ("Post") pursuant to the Agreement and Plan of Merger dated as of August 15, 2016, by and among Mid-America Apartment Communities, Inc. (MAA), Mid-America Apartments, L.P., Post, Post GP Holdings, Inc. and Post Apartment Homes, L.P. ("Merger"). Each Phantom stock unit was the economic equivalent of one share of MAA common stock. Phantom stock units were held in the Post Amended and Restated Deferred Compensation Plan ("Plan") under the terms of which units are to be settled in cash as a result of the Merger. On December 14, 2016, the reporting person's holdings in the Plan were liquidated and distributed in cash in accordance with the Plan.

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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