

INDEPENDENCE REALTY TRUST, INC

Form 4

February 27, 2017

FORM 4**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ender Farrell M.

2. Issuer Name **and** Ticker or Trading
Symbol
INDEPENDENCE REALTY
TRUST, INC [IRT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2017

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

C/O INDEPENDENCE REALTY
TRUST, INC., 2 LOGAN SQUARE,
100 N. 18TH ST, 23RD FL

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PHILADELPHIA, PA 19103

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/23/2017 ⁽¹⁾		F ⁽¹⁾		14,681 ⁽¹⁾	D	\$ 76,040	D	
Common Stock	02/23/2017		M		16,000	A	\$ 8.2 92,040	D	
Common Stock	02/23/2017		D		14,108	D	\$ 9.3 77,932	D	
Common Stock	02/23/2017		F ⁽²⁾		907	D	\$ 9.3 77,025	D	
							2,000	I	By wife

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Common
Stock

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

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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 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 8.2	02/23/2017		M		16,000		<u>(3)</u>	01/31/2019	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ender Farrell M.
C/O INDEPENDENCE REALTY TRUST, INC.
2 LOGAN SQUARE, 100 N. 18TH ST, 23RD FL
PHILADELPHIA, PA 19103

President

Signatures

/s/ Anders F. Laren,
attorney-in-fact

02/27/2017

____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 forfeiture was undertaken solely to satisfy tax withholding liabilities relating to the vesting of restricted stock awards held by the reporting person. The reporting person made the withholding election on February 23, 2017 with respect to restricted stock that vested on January 31, 2017, February 12, 2017 and February 18, 2017. The aggregate value of the common shares so withheld was based on the closing price of the common shares on the NYSE MKT on the relevant vesting date which was \$9.23, \$9.29 and \$9.30, respectively, and

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did not exceed the minimum applicable withholding tax rate for federal (including FICA), state, local and other tax liabilities.

The reporting person elected to satisfy the tax withholding obligations of the issuer with respect to the exercise of a portion of the reporting person's stock appreciation rights, which exercise was being settled with shares of common stock of the issuer, by having shares of common stock withheld from the shares of common stock issued in connection with such settlement. The shares of common stock so

- (2) withheld are being reported herein as a disposition to the issuer. The aggregate value of the shares of common stock so withheld was based on the closing price of the shares of common stock on the NYSE MKT on the relevant settlement date which was \$9.30 on February 23, 2017 and did not exceed the minimum applicable withholding tax rate for federal (including FICA), state, local and other tax liabilities.

- (3) These stock appreciation rights vested in three equal annual installments beginning on January 31, 2015.

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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