Ender Farrell M. Form 4 February 26, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

1(b).

(Print or Type Responses)

See Instruction

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

2. Issuer Name and Ticker or Trading Symbol

INDEPENDENCE REALTY

TRUST, INC. [IRT]

3. Date of Earliest Transaction

02/23/2018

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last) (First)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

below) below) President

C/O INDEPENDENCE REALTY TRUST, INC., 2 LIBERTY PL., 50 S. 16TH ST, STE. 3575

(Street)

(State)

02/23/2018

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

Ι

PHILADELPHIA, PA 19102

(City)

Common

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Middle)

(Zip)

(Month/Day/Year)

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

6. Ownership 7. Nature of Securities Beneficially (D) or Owned Following (Instr. 4)

Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

Reported

\$0 D Α 23,068 111,299

Stock Common

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

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SEC 1474 (9-02)

By wife

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Am		ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired	Acquired					Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
						4, and 5)					
					., and 3)						
									Amount		
						Data	Evaluation		or		
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Ender Farrell M. C/O INDEPENDENCE REALTY TRUST, INC. 2 LIBERTY PL., 50 S. 16TH ST, STE. 3575 PHILADELPHIA, PA 19102

President

Signatures

/s/ Jessica K. Norman, attorney in fact

02/26/2018 Date

**Signature of 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).

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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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