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INDEPENDENCE REALTY TRUST, INC

Form 4

February 25, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue. See Instruction

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Sebra James J

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

INDEPENDENCE REALTY TRUST, INC [IRT]

(Check all applicable)

CFO & Treasurer

(First) (Middle) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 02/23/2016

X_ Officer (give title below)

Director

10% Owner Other (specify

C/O INDEPENDENCE REALTY TRUST, INC., 2929 ARCH ST., 17TH FL.

(Street)

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

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

PHILADELPHIA, PA 19104

(State)

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

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			d of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	de (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
				(A)		Reported			
					or		Transaction(s)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	02/23/2016(1)		F(1)	2,841	D	\$ 6.8	46,159	D	
Common Stock	02/23/2016(2)		F(2)	710	D	\$ 6.81	45,449	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int 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)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	TC'41	or		
						Exercisable	Date	Title	Number		
				C 1 17	(A) (D)			of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Officer Other Director 10% Owner

Relationships

Sebra James J

C/O INDEPENDENCE REALTY TRUST, INC. 2929 ARCH ST., 17TH FL. PHILADELPHIA, PA 19104

CFO & Treasurer

Signatures

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

02/25/2016

**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).
- This forfeiture was undertaken solely to satisfy a tax withholding liability relating to the vesting of restricted stock held by the reporting (1) person. The reporting person made the withholding election on February 23, 2016 with respect to restricted stock that vested on February 18, 2016.
- This forfeiture was undertaken solely to satisfy a tax withholding liability relating to the vesting of restricted stock held by the reporting person. The reporting person made the withholding election on February 23, 2016 with respect to restricted stock that vested on January 31, 2016.

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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