

INDEPENDENCE REALTY TRUST, INC
 Form 4
 February 27, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

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

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

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

(Street)
 PHILADELPHIA, PA 19103

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

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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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