QTS Realty Trust, Inc. Form 4 November 05, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

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

obligations

Check this box

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. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Bennewitz Daniel T.

(First)

(Street)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Issuer

QTS Realty Trust, Inc. [QTS]

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

Director X_ Officer (give title

10% Owner _ Other (specify

C/O QTS REALTY TRUST, INC., 12851 FOSTER STREET, **SUITE 205**

4. If Amendment, Date Original

11/03/2014

6. Individual or Joint/Group Filing(Check

below)

Applicable Line) _X_ Form filed by One Reporting Person

5. Relationship of Reporting Person(s) to

(Check all applicable)

COO - Sales & Marketing

Filed(Month/Day/Year)

Form filed by More than One Reporting

OVERLAND PARK, KS 66213

| (,) | () | 1 abi | e 1 - Non-D | erivative S | securit | ies Ac | quirea, Disposea | oi, or Beneficial | ny Ownea |
|------------|---------------------|--------------------|-------------|-------------------------------|---------|--------------|------------------|-------------------|------------|
| 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 | Transactio | Transaction(A) or Disposed of | | | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | (D) | | | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | | Owned | Indirect (I) | Ownership | |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | (4) | | Reported | | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | C = V | A | or | ъ. | (Instr. 3 and 4) | | |
| ~ 1 | | | Code V | Amount | (D) | Price | | | |
| Class A | | | | 30,977 | | | | | |
| common | 11/03/2014 | | A | (1) | A | \$0 | 42,416 | D | |
| stock | | | | (1) | | | | | |

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)

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| 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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | t of ying es | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---------------------|--------------------|---|--|---|---|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title N | Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Bennewitz Daniel T.

C/O QTS REALTY TRUST, INC. 12851 FOSTER STREET, SUITE 205 OVERLAND PARK, KS 66213

COO - Sales & Marketing

Signatures

/s/ Timothy Kuester, attorney-in-fact

**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) These restricted shares, vesting ratably on the first four anniversaries of the date of grant, were granted under the QTS Realty Trust, Inc. 2013 Equity Incentive Plan.

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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