

Ender Farrell M.  
Form 4  
March 09, 2018

**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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/08/2018

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

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

(Street)

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

PHILADELPHIA, PA 19102

(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)			
				(A) or (D)	Price					
Common Stock	03/08/2018 <sup>(1)</sup>		F <sup>(1)</sup>	V	5,639	D	\$ 8.65	105,660	D	
Common Stock	03/08/2018 <sup>(2)</sup>		F <sup>(2)</sup>	V	2,574	D	\$ 8.78	103,086	D	
Common Stock	03/08/2018 <sup>(3)</sup>		F <sup>(3)</sup>	V	841	D	\$ 8.52	102,245	D	
Common Stock								2,000	I	By wife

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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 03/09/2018  
\*\*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 a tax withholding liability relating to the vesting of restricted stock held by the reporting person. The reporting person made the withholding election on March 8, 2018 with respect to restricted stock that vested on February 12, 2018.
- (2) 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 March 8, 2018 with respect to restricted stock that vested on February 18, 2018.
- (3) 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 March 8, 2018 with respect to restricted stock that vested on February 28,

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2018.

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