

Education Realty Trust, Inc.  
 Form 4  
 January 04, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Richards Christine

(Last) (First) (Middle)  
 999 SOUTH SHADY GROVE ROAD, SUITE 600  
 (Street)

MEMPHIS, TN 38120

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Education Realty Trust, Inc. [EDR]

3. Date of Earliest Transaction (Month/Day/Year)  
 01/01/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive VP and COO

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 (D) Price   |  |                                   |
| Common Stock                    | 01/01/2017                           |  | A                              |   | 11,718 (1) \$ 0   | D  |                                   |
| Common Stock                    | 01/01/2017                           |  | F                              |   | 264 (2) \$ 42.3   | D  |                                   |
| Common Stock                    | 01/01/2017                           |  | F                              |   | 5,060 (3) \$ 42.3   | D  |                                   |

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

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SEC 1474 (9-02)



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Represents (i) 1,878 POIs granted under the EdR 2015 and 2016 Long-Term Incentive Plans that have vested, (ii) an aggregate of 4,163 POIs granted under the EdR 2015, 2016 and 2017 Long-Term Incentive Plans, including the newly granted POIs described in footnote 4 above, that vest ratably over the corresponding three year periods and (iii) an aggregate of 21,596 performance based POIs granted under the EdR 2015 and 2016 Long-Term Incentive Plans that vest on January 1, 2018 and 2019, respectively, subject to certain performance conditions.

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.