

McGraner Matt
Form 4
March 19, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McGraner Matt

2. Issuer Name **and** Ticker or Trading
Symbol
NexPoint Residential Trust, Inc.
[NXRT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
300 CRESCENT COURT, SUITE
700

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2018

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
See Remarks

(Street)
DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/16/2018		M	25,730 A	<u>(1)</u> 65,402 <u>(2)</u>	I	By Trust
Common Stock					388 <u>(3)</u>	I	By dividend reinvestment plan
Common Stock					7,500 <u>(4)</u>	I	By limited liability company
Common Stock					13,573	D	

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Common Stock 8,879 ⁽⁵⁾ I By 401(k) plan

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 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. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/15/2018		G		1,000	(6)	(7)	(7)	Common Stock	1,000
Restricted Stock Units	(1)	03/16/2018		M		25,730		(7)	(7)	Common Stock	25,730

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McGraner Matt
300 CRESCENT COURT, SUITE 700
DALLAS, TX 75201

See Remarks

Signatures

/s/ Brian Mitts, as attorney-in-fact 03/19/2018

 **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) Each restricted stock unit represents a contingent right to receive one share of common stock of NexPoint Residential Trust, Inc.

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- (2) These shares are held in a trust. Mr. McGraner is the trustee of the Trust. Mr. McGraner disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Includes shares acquired through dividend reinvestment plan.
- (4) These shares are held by a limited liability company in which Mr. McGraner owns an indirect minority interest. Mr. McGraner disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (5) Includes shares acquired through employee benefit plan.
- (6) On March 15, 2018 Mr. McGraner transferred 1,000 restricted stock units as a gift.
On March 16, 2017, the reporting person was granted 80,192 (includes the 1,000 restricted stock units transferred as a gift on 3/15/2018)
- (7) restricted stock units which vested one-third on March 16, 2018, and will vest one-third on March 16, 2019 and one-third on March 16, 2020.

Remarks:

Executive VP and Chief Investment Officer

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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