

McGraner Matt
Form 4
February 20, 2019

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 *
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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2019

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

DALLAS, TX 75201

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

(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)		
			Code	V	Amount	(D)	Price		
Common Stock	02/15/2019		M		24,474	A	<u>(1)</u> 38,047	D	
Common Stock					16,986		<u>(2)</u>	I	By limited liability company
Common Stock					84,156.25		<u>(3)</u>	I	By Trust
Common Stock					404.005		<u>(4)</u>	I	By dividend reinvestment plan

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Common Stock 9,737.14 ⁽⁴⁾ ₍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. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/15/2019		M	24,474	<u>(6)</u> <u>(6)</u>	Common Stock	24,474

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, attorney-in-fact 02/20/2019
 **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.
- (2) 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.
- (3)

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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.

(4) Includes shares acquired through dividend reinvestment plan.

(5) Includes shares acquired through employee benefit plan.

(6) On February 15, 2018, the reporting person was granted 97,899 restricted stock units which vested 25% on February 15, 2019 and will vest 25% on February 15, 2020, 25% on February 15, 2021 and 25% on February 15, 2022. Settlement will generally occur within 10 days of vesting and may at the discretion of the Compensation Committee be settled in cash.

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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