

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

FORM 4

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

OMB APPROVAL

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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 *
 Brewer Edwin B JR

(Last) (First) (Middle)
 999 S SHADY GROVE RD, 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 CFO

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 (A) or (D) Price			
Common Stock	01/01/2017		F	189 ⁽¹⁾ D \$ 42.3	11,335 ⁽²⁾	D	
Common Stock					594 ⁽³⁾	I	By spouse

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
Profit-Only Interest ⁽⁴⁾	⁽⁵⁾	01/01/2017		A	3,103	⁽⁴⁾⁽⁵⁾ ⁽⁵⁾	Common Stock	3,103

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brewer Edwin B JR 999 S SHADY GROVE RD SUITE 600 MEMPHIS, TN 38120			Executive VP and CFO	

Signatures

/s/ Lindsey Mackie, as Attorney in Fact for Edwin B. Brewer, Jr. 01/04/2017

**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) Represents shares surrendered to EdR to satisfy tax withholding obligations in connection with the vesting of previously granted restricted stock.
- (2) Includes shares of common stock acquired by the reporting person pursuant to a broker-sponsored dividend reinvestment plan.
- (3) Includes shares of common stock acquired pursuant to a broker-sponsored dividend reinvestment program by the reporting person's spouse.
- (4) Represents a grant pursuant to the Education Realty Trust, Inc. ("EdR") 2017 Long-Term Incentive Plan which will vest ratably over three years beginning on January 1, 2018. The reporting person has elected to receive his award in the form of profit-only interests ("POIs") in Education Realty operating Partnership, LP (the "Operating Partnership"), a subsidiary of EdR.
- (5) Upon the occurrence of certain capital account equalization events, the POIs will become ordinary units of the Operating Partnership and may be redeemed for cash or, at EdR's option, shares of EdR's common stock on a one-for-one basis.
- (6) Represents (i) 1,878 POIs granted under the EdR 2015 and 2016 Long-Term Incentive Plans that have vested, (ii) an aggregate of 5,197 POIs granted under the EdR 2015, 2016 and 2017 Long-Term Incentive Plans, including the newly granted POIs described in footnote 2 above, that vest ratably over the corresponding three year periods and (iii) an aggregate of 21,596 performance based POIs granted under

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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.