

INDEPENDENCE REALTY TRUST, INC
 Form 4
 February 27, 2017

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

(Last) (First) (Middle)
 C/O INDEPENDENCE REALTY TRUST, INC., 2 LOGAN SQUARE, 100 N. 18TH ST, 23RD FL

3. Date of Earliest Transaction (Month/Day/Year)
 02/23/2017

(Street)
 PHILADELPHIA, PA 19103

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

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)
Common Stock	02/23/2017 ⁽¹⁾		F ⁽¹⁾	(A) or (D) V Amount 14,681 (1)	D 76,040	D	
Common Stock	02/23/2017		M	16,000 A \$ 8.2	92,040	D	
Common Stock	02/23/2017		D	14,108 D \$ 9.3	77,932	D	
Common Stock	02/23/2017		F ⁽²⁾	907 D \$ 9.3	77,025	D	
					2,000	I	By wife

Common
Stock

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)	Amount or Number of Shares
Stock Appreciation Right	\$ 8.2	02/23/2017		M	16,000	⁽³⁾ 01/31/2019	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ender Farrell M.
C/O INDEPENDENCE REALTY TRUST, INC.
2 LOGAN SQUARE, 100 N. 18TH ST, 23RD FL
PHILADELPHIA, PA 19103

President

Signatures

/s/ Anders F. Laren,
attorney-in-fact

02/27/2017

__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) This forfeiture was undertaken solely to satisfy tax withholding liabilities relating to the vesting of restricted stock awards held by the reporting person. The reporting person made the withholding election on February 23, 2017 with respect to restricted stock that vested on January 31, 2017, February 12, 2017 and February 18, 2017. The aggregate value of the common shares so withheld was based on the closing price of the common shares on the NYSE MKT on the relevant vesting date which was \$9.23, \$9.29 and \$9.30, respectively, and

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did not exceed the minimum applicable withholding tax rate for federal (including FICA), state, local and other tax liabilities.

The reporting person elected to satisfy the tax withholding obligations of the issuer with respect to the exercise of a portion of the reporting person's stock appreciation rights, which exercise was being settled with shares of common stock of the issuer, by having shares of common stock withheld from the shares of common stock issued in connection with such settlement. The shares of common stock so

- (2) withheld are being reported herein as a disposition to the issuer. The aggregate value of the shares of common stock so withheld was based on the closing price of the shares of common stock on the NYSE MKT on the relevant settlement date which was \$9.30 on February 23, 2017 and did not exceed the minimum applicable withholding tax rate for federal (including FICA), state, local and other tax liabilities.
- (3) These stock appreciation rights vested in three equal annual installments beginning on January 31, 2015.

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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