

Taylor Del Mar Deeni
 Form 4
 March 06, 2018

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 *
 Taylor Del Mar Deeni

2. Issuer Name and Ticker or Trading Symbol
 Physicians Realty Trust [DOC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 309 NORTH WATER STREET, SUITE 500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Investments

MILWAUKEE, WI 53202

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common shares, \$0.01 par value ⁽¹⁾ | 03/02/2018 | | A | | 28,802 | A | \$ 14.78 |
| Common shares, \$0.01 par value | 03/05/2018 | | F | | 7,646 | D | \$ 14.94 |
| | | | | | | | 99,164 ⁽²⁾ |
| | | | | | | | 91,518 |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| 2018 Performance Based Restricted Share Unit Grant | (3) | 03/02/2018 | | A | 38,403 | (3) (3) | Common shares, \$0.01 par value 38,403 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Taylor Del Mar Deeni 309 NORTH WATER STREET SUITE 500 MILWAUKEE, WI 53202 | | | EVP - Investments | |

Signatures

/s/ Christopher M. Bartoli, as attorney-in-fact
Date: 03/06/2018

**Signature of Reporting Person

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 restricted common shares granted under the Issuer's 2013 Equity Incentive Plan (the "Plan"), which will vest on March 2, 2019, subject to the terms of the grant.
- (2) Reduced by 26,869 previously reported common shares, \$0.01 par value reported on March 7, 2017. Shares issued upon vesting depends upon, among other things, the Issuer's financial performance. Subject to continued service, the shares, if any, will be issued following the performance period end date of December 31, 2019 and reported in a subsequent Form 4. Further, this amount includes 1,334 shares acquired under the Issuer's Employee Stock Purchase Plan on June 30, 2017.
- (3)

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March 2, 2018 grant of performance share units under the Plan, which represents the "target" number of shares underlying the performance share units. The exact number of shares to be issued upon vesting depends upon, among other things, the Issuer's financial performance. Subject to continued service, the shares, if any, will be issued following the performance period end date of December 31, 2020.

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.