

CHURCHEY RANDY L  
Form 4  
September 20, 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 \*  
CHURCHEY RANDY L

(Last) (First) (Middle)  
999 SOUTH SHADY GROVE ROAD,, 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)  
09/20/2018

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)  
Chairman and CEO

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	09/20/2018		D <sup>(1)</sup>	149,506 D <sup>(1)</sup>	0	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)
Profit-Only Interest	\$ 0	09/20/2018		C(2)	246,534	(2) (2)	Common Stock	24
OP Units	(2)	09/20/2018		C(2)	246,534	(2) (2)	Common Stock	24
OP Units	(2)	09/20/2018		D(2)	246,534	(2) (2)	Common Stock	24

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHURCHEY RANDY L 999 SOUTH SHADY GROVE ROAD, SUITE 600 MEMPHIS, TN 38120	X		Chairman and CEO	

## Signatures

/s/ Lindsey Mackie, as Attorney in Fact for Randy L. Churchey 09/20/2018

\_\_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) Disposed of each outstanding share of common stock, \$0.01 par value per share, pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), dated as of June 25, 2018, by and among Education Realty Trust, Inc. (the "Company"), Education Realty Operating Partnership, LP (the "Operating Partnership"), University Towers Operating Partnership, LP, Education Realty OP GP, Inc., University Towers OP GP, LLC, GSHGIF LTP, LP, GSHGIF REIT ("REIT Merger Sub"), GSHGIF Acquisition LP ("OP Merger Sub") and GSHGIF DownREIT LP, in exchange for a cash payment of \$41.50 per share, without interest, at the effective time of the merger of the Company with and into REIT Merger Sub on September 20, 2018.

(2) Immediately prior to the consummation of the merger of OP Merger Sub with and into the Operating Partnership (the "OP Merger"), each unvested profits only interest ("POI") in the Operating Partnership automatically became fully vested, after which each outstanding POI was automatically converted into a Class A unit of limited partnership interest in the Operating Partnership ("OP Unit") in accordance with the terms of the Third Amended and Restated Partnership Agreement of the Operating Partnership. The reporting person then disposed of each outstanding OP Unit pursuant to the Merger Agreement, in exchange for a cash payment of \$41.50 per OP Unit, without interest, at the effective time of the OP Merger on September 20, 2018.

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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