

InfraREIT, Inc.
Form 4
February 06, 2015

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 *
OPTrust N.A Holding Trust

(Last) (First) (Middle)

130 KING STREET W., SUITE
700, P.O. BOX 197

(Street)

TORONTO, A6 M5X 1A6

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
InfraREIT, Inc. [HIFR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Class A common stock, \$0.01 par value per share ⁽¹⁾	<u>(1)</u>	02/04/2015	A	5,582,450		<u>(1)</u>	<u>(1)</u>	common stock	5,582,450

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OPTrust N.A Holding Trust 130 KING STREET W., SUITE 700 P.O. BOX 197 TORONTO, A6 M5X 1A6		X		
OpTrust Infrastructure N.A. Inc. 130 KING STREET W., SUITE 700 P.O. BOX 197 TORONTO, A6 M5X 1A6		X		
OPSEU Pension Plan Trust Fund 130 KING STREET W., SUITE 700 P.O. BOX 197 TORONTO, A6 M5X 1A6		X		

Signatures

/s/ Benjamin D. Nelson as Attorney-In-Fact for OpTrust N.A. Holdings Trust	02/06/2015
<u> </u> Signature of Reporting Person	Date
/s/ Benjamin D. Nelson as Attorney-In-Fact for OPTrust Infrastructure N.A. Inc.	02/04/2015
<u> </u> Signature of Reporting Person	Date
/s/ Benjamin D. Nelson as Attorney-In-Fact for OPSEU Pension Plan Trust Fund	02/04/2015
<u> </u> 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) See explanation under the Remarks section below.

Remarks:

This Form 4 is filed jointly by the reporting persons named above. OPTrust Infrastructure N.A. Inc., a wholly owned subsidiary
(1) As of the effective time of the transactions contemplated by the Merger and Transaction Agreement (the "Merger Agreement")

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.