InfraREIT, Inc. Form 4 March 11, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

LOGAN HAROLD R JR

2. Issuer Name and Ticker or Trading Symbol

Issuer

InfraREIT, Inc. [HIFR]

(Zip)

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year)

1807 ROSS AVENUE, 4TH FLOOR 03/09/2015

(State)

_X__ Director 10% Owner _X_ Other (specify Officer (give title

(Check all applicable)

5. Relationship of Reporting Person(s) to

below) below) Lead Director

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

DALLAS, TX 75201

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

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

any

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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)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if

4. 5. Number of **Transaction**Derivative Code Securities

(A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. **Underlying Securities** D (Instr. 3 and 4) Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	-	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	(1)	03/09/2015		C			5,632	<u>(1)</u>	<u>(1)</u>	Common Stock (1)	5,632	
common units (3)	<u>(3)</u>	03/09/2015		C		5,632		(3)	(3)	Common Stock (3)	5,632	

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner, runness	Director	10% Owner	Officer	Other			
LOGAN HAROLD R JR 1807 ROSS AVENUE, 4TH FLOOR DALLAS, TX 75201	X			Lead Director			

Signatures

/s/ Gregory S. Imhoff as Attorney-In-Fact for Harold R. Logan, Jr. 03/10/2015

**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).
- Pursuant to the Second Amended and Restated Agreement of Limited Partnership of InfraREIT Partners, LP (as amended from time to time, the "Partnership Agreement"), 5,632 LTIP Units of InfraREIT Partners, LP held by the reporting person automatically converted on a one-for-one basis to common units of InfraREIT Partners, LP.
- (2) The reporting person also holds 4,000 LTIP Units of InfraREIT Partners, LP that were granted on February 4, 2015 and have a one year vesting period.
- Represents common units of InfraREIT Partners, LP. Pursuant to the Partnership Agreement, common units are redeemable for cash or, at (3) InfraREIT, Inc.'s election, shares of InfraREIT, Inc.'s common stock on a one-for-one basis, beginning the day before the first year anniversary of the closing of InfraREIT, Inc.'s initial public offering. The right to redeem common units does not have an expiration date.

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.

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