InfraREIT, Inc. Form 4 May 31, 2016

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form filed by More than One Reporting

Person

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Meleski Brant Issuer Symbol InfraREIT, Inc. [HIFR] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify 1807 ROSS AVENUE, 4TH FLOOR 05/27/2016 below) SVP & Chief Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

DALLAS, TX 75201

(City)	(State) (Zip) Table	e I - Non-D	erivative Securities A	equired, Disposed	of, or Beneficia	lly 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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code V	(A) or Amount (D) Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
stock, \$0.01 par value per	05/27/2016		<u>J(1)</u>	5,500 (1) A (1)	10,500 (2)	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)

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. orNumber	6. Date Exer Expiration D		7. Title and of Underlying		8. Price of Derivative
Security	or Exercise		any	Code	of	(Month/Day/		Securities	4.	Security
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D)			(Instr. 3 and	. 4)	(Instr. 5)
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
common units (3)	(3)					(3)	(3)	common stock	51,323 (2)	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Meleski Brant 1807 ROSS AVENUE, 4TH FLOOR DALLAS, TX 75201

SVP & Chief Financial Officer

Signatures

/s/ Gregory S. Imhoff, as Attorney-In-Fact for Brant Meleski

05/31/2016

Date

**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).
- Represents the receipt of a grant of common stock by Mr. Meleski from Hunt Transmission Services, LLC, a subsidiary of Hunt Consolidated, Inc. ("HCI"), as incentive compensation. The stock is restricted and subject to vesting. The shares will vest one-third on January 1, 2017, one-third on January 1, 2018 and the balance of shares will vest on January 1, 2019, subject to continual service by Mr. Meleski with HCI or an affiliate thereof on such dates.
- (2) In the aggregate, Mr. Meleski beneficially owns 61,823 shares of common stock, consisting of the 10,500 shares of common stock shown in Table I and the 51,323 shares underlying the common units shown in Table II.
- Represents common units of InfraREIT Partners, LP. Pursuant to the Third Amended and Restated Agreement of Limited Partnership of

 (3) InfraREIT Partners, LP, common units are redeemable for cash or, at InfraREIT, Inc.'s election, shares of InfraREIT, Inc.'s common stock on a one-for-one basis. The right to redeem common units does not have an expiration date.

(4)

Reporting Owners 2

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The 51,323 common units beneficially owned by Mr. Meleski are held by Electricity Participant Partnership, LLC, a subsidiary of Hunt Consolidated, Inc.

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.