InfraREIT, Inc. Form 4 May 31, 2016

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Nelson Benjamin D.

Symbol InfraREIT, Inc. [HIFR]

(Check all applicable)

(Last)

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

Director 10% Owner

1807 ROSS AVENUE, 4TH FLOOR 05/27/2016

(State)

(Month/Day/Year)

X\_ Officer (give title Other (specify below) below)

SVP & General Counsel

(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)

1.Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year) (Instr. 8)

(Zip)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

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

(A)

Transaction(s)

(Instr. 3 and 4) (D) Price

common stock.

share

\$0.01 par 05/27/2016 value per

5,500

(1)

Code V Amount

 $J^{(1)}$ 

 $11,769 \frac{(2)}{}$ 

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. Transacti	ransactionNumber Expiration Date ode of (Month/Day/Year)		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying	
Security	or Exercise		any	Code				Securities		Security
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or			(Instr. 3 and	. 4)	(Instr. 5)
					Disposed of (D) (Instr. 3, 4, and 5)					
					i, and 3)	Date	Expiration	Title	Amount	
				Code V	(A) (D)	Exercisable	Date	Title	Number of Shares	
common units (3)	(3)					(3)	(3)	common stock	34,215 (2)	

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Nelson Benjamin D. 1807 ROSS AVENUE, 4TH FLOOR DALLAS, TX 75201

**SVP & General Counsel** 

### **Signatures**

/s/ Gregory S. Imhoff, as Attorney-In-Fact for Benjamin D. Nelson

05/31/2016

\*\*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).
- Represents the receipt of a grant of common stock by Mr. Nelson 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. Nelson with HCI or an affiliate thereof on such dates.
- In the aggregate, Mr. Nelson beneficially owns 45,984 shares of common stock, consisting of the 11,769 shares of common stock shown **(2)** in Table I and the 34,215 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 34,215 common units beneficially owned by Mr. Nelson 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.