

InfraREIT, Inc.
Form 4
October 21, 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 M5X1A6

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/19/2015

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 Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|
| | | | Code | V | Amount or Price | | | | |
| Class A, Common Stock, \$0.01 par value per share | 10/19/2015 | | S | | 30,000 (1) | D | \$ 24.69 (2) | 5,001,662 | D |
| Class A, Common Stock, \$0.01 par value per share | 10/20/2015 | | S | | 33,885 (1) | D | \$ 24.52 (2) | 4,967,777 | D |

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

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(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 (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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 M5X1A6 | | 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/ John Walsh, OpTrust N.A. Holdings Trust by Optrust Infrastructure N.A. Inc. as its administrative agent 10/21/2015

__Signature of Reporting Person Date

/s/ John Walsh, OpTrust Infrastructure N.A. Inc 10/21/2015

__Signature of Reporting Person Date

/s/ John Walsh, OPSEU Pension Plan Trust Fund

10/21/2015

____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).
- (1) Table I, Item 4 - Represents sales by the reporting person on the open market per Rule 10b-5-1.
 - (2) The reported price in Column 4 is an average sale price.

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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