

Klein Daniel M
Form 4
March 06, 2018

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 *
Klein Daniel M

(Last) (First) (Middle)
309 NORTH WATER STREET, SUITE 500
(Street)

MILWAUKEE, WI 53202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Physicians Realty Trust [DOC]

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP-Deputy CIO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common shares, \$0.01 par value ⁽¹⁾ | 03/02/2018 | | A | | 12,179 | A | \$ 14.78 |
| | | | | | | | 37,480 ⁽²⁾ |
| Common shares, \$0.01 par value | 03/05/2018 | | F | | 4,740 | D | \$ 14.94 |
| | | | | | | | 32,740 |

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

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| 2018 Performance Based Restricted Share Unit Grant | (3) | 03/02/2018 | | A | 21,989 | (3) (3) | Common shares, \$0.01 par value 21,989 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Klein Daniel M 309 NORTH WATER STREET SUITE 500 MILWAUKEE, WI 53202 | | | Senior VP-Deputy CIO | |

Signatures

Christopher M. Bartoli, as attorney-in-fact
Date: 03/06/2018

**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) Represents restricted common shares granted under the Issuer's 2013 Equity Incentive Plan (the "Plan"), which will vest on March 2, 2019, subject to the terms of the grant.
Reduced by 10,227 previously reported common shares, \$0.01 par value reported on March 7, 2017. Shares issued upon vesting depends upon, among other things, the Issuer's financial performance. Subject to continued service, the shares, if any, will be issued following the performance period end date of December 31, 2019 and reported in a subsequent Form 4.
- (3) March 2, 2018 grant of performance share units under the Plan, which represents the "target" number of shares underlying the performance share units. The exact number of shares to be issued upon vesting depends upon, among other things, the Issuer's financial

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performance. Subject to continued service, the shares, if any, will be issued following the performance period end date of December 31, 2020.

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.