

Physicians Realty Trust
Form 4
March 07, 2017

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 *
Lucey John W.

(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)
03/03/2017

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 Vice President

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common shares, \$0.01 par value ⁽¹⁾ | 03/03/2017 | | A | | 7,053 A \$ 0 | 39,809 ⁽²⁾ | D |
| Common shares, \$0.01 par value | 03/03/2017 | | F | | 3,484 D \$ 19.8 | 36,325 | D |
| Common shares, \$0.01 par value | 03/03/2017 | | F | | 4,912 D \$ 19.8 | 31,413 | D |

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| | | | | | | | |
|--|------------|---|--------|---|------|--------|---|
| Common shares, \$0.01 par value ⁽³⁾ | 03/03/2017 | A | 9,545 | A | \$ 0 | 40,958 | D |
| Common shares, \$0.01 par value ⁽⁴⁾ | 03/03/2017 | A | 14,343 | A | \$ 0 | 55,301 | D |

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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Lucey John W. 309 NORTH WATER STREET SUITE 500 MILWAUKEE, WI 53202 | | | Senior Vice President | |

Signatures

/s/ Christopher M. Bartoli,
attorney-in-fact

03/07/2017

 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 the vesting of performance-based restricted stock units pursuant to their terms.
- (2) Includes 914 shares acquired under the Issuer's Employee Stock Purchase Plan (the "ESPP") on June 30, 2016 and 460 shares acquired under the ESPP on December 31, 2016.
- (3) Represents restricted common shares granted under the Issuer's 2013 Equity Incentive Plan (the "Plan"), which will vest on March 3, 2018, subject to the terms of the grant.
March 3, 2017 grant of performance share units under the Plan, which represents the "target" number of shares underlying the performance share units outstanding. The exact number of shares to be issued upon vesting depends upon, among other things, the
- (4) 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.

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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