

McGraner Matt
Form 4
August 15, 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 *
McGraner Matt

2. Issuer Name and Ticker or Trading Symbol
NexPoint Residential Trust, Inc.
[NXRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
300 CRESCENT COURT, SUITE 700

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
See Remarks

DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Stock	08/11/2017		M	38,284 A <u>(1)</u>	38,284 <u>(2)</u>	I	By Trust
Common Stock					13,573	D	
Common Stock					7,500 <u>(3)</u>	I	By limited liability company
Common Stock					388.135 <u>(4)</u>	I	By dividend reinvestment plan

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Common Stock 7,466.559 ⁽⁵⁾ I By 401(k) plan

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

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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)	8. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	08/11/2017		M	38,284	<u>(6)</u> <u>(6)</u>	Common Stock	38,284

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGraner Matt 300 CRESCENT COURT, SUITE 700 DALLAS, TX 75201				See Remarks

Signatures

/s/ Brian Mitts, as attorney-in-fact 08/15/2017

**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) Each restricted stock unit represents a contingent right to receive one share of common stock of NexPoint Residential Trust, Inc.
- (2) These shares are held in a trust. Mr. McGraner is the trustee of the Trust. Mr. McGraner disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3)

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These shares are held by a limited liability company in which Mr. McGraner owns an indirect minority interest. Mr. McGraner disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (4) Includes shares acquired through dividend reinvestment plan.
- (5) Includes shares acquired through employee benefit plan.
- (6) On August 11, 2016, the reporting person was granted 76,569 restricted stock units which vested 50% on August 11, 2017, and will vest 25% on August 11, 2018 and 25% on August 11, 2019.

Remarks:

Executive VP and Chief Investment Officer

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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