

McGraner Matt
Form 4
March 19, 2019

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)
03/16/2019

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/16/2019 | | M | 26,731 A | 40,304 | D | |
| Common Stock | | | | | 108,630.25 (2) (3) | I | By Trust |
| Common Stock | | | | | 16,986 (4) | I | By limited liability company |
| Common Stock | | | | | 404.005 | I | By dividend reinvestment plan |

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Common Stock 9,737.14 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 | (1) | 03/16/2019 | | M | 26,731 | (5) (5) | Common Stock | 26,731 |

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, attorney-in-fact 03/19/2019

**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) Includes 24,474 shares previously reported as directly owned that were transferred to the trust referenced in footnote 2 above.

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- (4) 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.

- (5) On March 16, 2017, the reporting person was granted 80,192 (includes 1,000 restricted stock units transferred as a gift on 3/15/2018) restricted stock units which vested one-third on March 16, 2018 and one-third on March 16, 2019, and will vest one-third on March 16, 2020. Settlement will generally occur within 10 days of vesting and may at the discretion of the Compensation Committee be settled in cash.

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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