

INVESTORS REAL ESTATE TRUST

Form 4

June 24, 2016

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
STENEHJEM STEPHEN

2. Issuer Name and Ticker or Trading Symbol  
INVESTORS REAL ESTATE TRUST [IRET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1400 31ST AVENUE SW, SUITE 60

3. Date of Earliest Transaction (Month/Day/Year)  
06/22/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
MINOT, ND 58701

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) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                      |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Shares of Beneficial Interest | 06/22/2016                           |  | A                              | 6,502 <sup>(1)</sup>  | A \$ 0 104,237.835  | D  |   |
| Common Shares of Beneficial Interest | 06/22/2016                           |  | A                              | 6,502 <sup>(2)</sup>  | A \$ 0 110,739.835  | D  |   |
| Common Shares of Beneficial Interest |                                      |  |                                |   | 37,859  | I  | Held by Stenehjem Children                            |

|                                      |            |   |                           |
|--------------------------------------|------------|---|---------------------------|
| Interest                             |            |   | Agency Account            |
| Common Shares of Beneficial Interest | 12,234.381 | I | Held by Family Foundation |

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 required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (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 Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| STENEHJEM STEPHEN<br>1400 31ST AVENUE SW, SUITE 60<br>MINOT, ND 58701 |               | X         |         |       |

## Signatures

/s/ Joy S. Newborg,  
Attorney-in-Fact  
Date: 06/24/2016

\*\*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).

## Edgar Filing: INVESTORS REAL ESTATE TRUST - Form 4

- (1) The share award was issued under the 2008 Incentive Award Plan in connection with his service on the Board of Trustees during fiscal year 2016, and is fully vested.
- (2) The share award was issued under the 2015 Incentive Plan. Shares vest in full on April 30, 2017 if serving on the Board of Trustees on such date.

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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