

Gaming & Leisure Properties, Inc.

Form 4

August 15, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Burke Desiree A.

2. Issuer Name **and** Ticker or Trading
Symbol
Gaming & Leisure Properties, Inc.
[GLPI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
845 BERKSHIRE BLVD., SUITE
200

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2016

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP & Chief Accounting Officer

(Street)

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

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

WYOMISSING, PA 19610

(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	08/11/2016		M		16,519	A \$ 24.15	48,149	D
Common Stock	08/11/2016		M		33,039	A \$ 22.09	81,188	D
Common Stock	08/11/2016		M		33,039	A \$ 20.4	114,227	D
Common Stock	08/11/2016		M		15,444	A \$ 17.34	129,671	D
Common Stock	08/11/2016		S		98,041	D \$ 35.38	31,630	D

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Common Stock	08/12/2016	M	17,595	A	⁽¹⁾ \$ 17.34	49,225	D
Common Stock	08/12/2016	M	16,520	A	\$ 15.78	65,745	D
Common Stock	08/12/2016	S	34,115	D	⁽²⁾ \$ 35.44	31,630	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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Options (right to buy)	\$ 24.15	08/11/2016		M	16,519	11/03/2013 01/01/2017	Common Stock	16
Non-Qualified Stock Options (right to buy)	\$ 22.09	08/11/2016		M	33,039	01/03/2016 01/03/2019	Common Stock	33
Non-Qualified Stock Options (right to buy)	\$ 20.4	08/11/2016		M	33,039	01/03/2015 01/03/2018	Common Stock	33
Stock Options (right to buy)	\$ 17.34	08/11/2016		M	15,444	11/03/2013 07/08/2018	Common Stock	15
Non-Qualified Stock Options (right to buy)	\$ 17.34	08/12/2016		M	17,595	11/03/2013 07/08/2018	Common Stock	17
Non-Qualified Stock Options (right to buy)	\$ 15.78	08/12/2016		M	16,520	01/02/2014 01/02/2017	Common Stock	16

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burke Desiree A. 845 BERKSHIRE BLVD. SUITE 200 WYOMISSING, PA 19610			SVP & Chief Accounting Officer	

Signatures

Desiree Burke 08/15/2016

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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.12 to \$35.62, inclusive. The reporting person undertakes to provide to Gaming and Leisure Properties, Inc., any security holder of Gaming and Leisure Properties, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.32 to \$35.49, inclusive. The reporting person undertakes to provide to Gaming and Leisure Properties, Inc., any security holder of Gaming and Leisure Properties, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote to this Form 4.

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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