

Gaming & Leisure Properties, Inc.

Form 4

December 05, 2014

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLIFFORD WILLIAM J

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)
**825 BERKSHIRE BLVD, SUITE
400**

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr VP-Chief Financial 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 ⁽¹⁾	12/03/2014		M		56,977	A	\$ 16.96	271,681	D	
Common Stock ⁽¹⁾	12/03/2014		S		56,977	D	\$ 30.48	214,704	D	
Common stock ⁽¹⁾	12/04/2014		M		43,023	A	\$ 16.96	257,727	D	
Common stock ⁽¹⁾	12/04/2014		S		43,023	D	\$ 31.19	214,704	D	

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

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of S
Non-Qualified Stock Options (right to buy) (1)	\$ 16.96	12/03/2014		M	56,977	01/06/2008 01/06/2015	Common stock	56
Non-Qualified Stock Options (right to buy) (1)	\$ 16.96	12/04/2014		M	43,023	01/06/2009 01/06/2015	Common stock	43

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLIFFORD WILLIAM J 825 BERKSHIRE BLVD, SUITE 400 WYOMISSING, PA 19610			Sr VP-Chief Financial Officer	

Signatures

/s/William J.
Clifford 12/04/2014

**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).

The transactions set forth on this Form 4 were made pursuant to a stock trading plan executed by Mr. Clifford on October 31, 2014
(1) established pursuant to Rule 10b5-1. The options exercised were originally granted January 6, 2005 and were set to expire January 6, 2015.

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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