

Stanley William G
Form 4
January 24, 2013

FORM 4

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

OMB APPROVAL

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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 *
Stanley William G

2. Issuer Name and Ticker or Trading Symbol
American Realty Capital Trust, Inc.
[ARCT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
405 PARK AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2013

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

NEW YORK, NY 10022

(City) (State) (Zip)

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

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 Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---|----------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock, par value \$0.01 per share | 01/22/2013 | | D | | 44,667 | D | \$ 0 (1) | 0 | D | |
| Common Stock, par value \$0.01 per share | 01/22/2013 | | D | | 53,907 | D | \$ 0 (1) | 0 | I | By Trust |

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

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SEC 1474 (9-02)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 10 | 01/22/2013 | | D | 3,000 | 01/22/2010 01/22/2018 | Common Stock | 3,000 |
| Stock Option | \$ 10 | 01/22/2013 | | D | 3,000 | 05/22/2011 05/22/2019 | Common Stock | 3,000 |
| Stock Option | \$ 10 | 01/22/2013 | | D | 3,000 | 05/17/2012 05/17/2020 | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Stanley William G 405 PARK AVENUE NEW YORK, NY 10022 | | X | | |

Signatures

/s/ William G.
Stanley
01/24/2013
**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).

Disposed of 98,574 shares of Issuer's common stock. All such shares are being disposed of pursuant to a merger agreement among the Issuer, Realty Income Corporation ("Realty") and Tau Acquisition LLC in exchange for 28,330 shares of Realty common stock at an exchange ratio of .2874 shares of Realty stock for each share of Issuer stock plus \$0.35 in cash consideration per share. At the close of business on January 22, 2013, Realty stock had a market value of \$44.04 per share. The fractional shares based upon the conversion of 98,574 shares at a ratio of .2874 Realty shares also resulted in a cash payment of \$7.12.

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- (2) The aggregate of 9,000 Issuer Stock Options were converted into Realty shares at an exchange ratio minus \$10.00 per share, or 593 Realty shares. The fractional shares based upon this conversion also resulted in a cash payment of \$35.75.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.