

Stanley William G
Form 4/A
March 01, 2012

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 *
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)

3. Date of Earliest Transaction
(Month/Day/Year)
04/30/2010

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

C/O AMERICAN REALTY
CAPITAL TRUST, INC., 405 PARK
AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/30/2010

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

NEW YORK, NY 10022

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, par value \$0.01 per share | 05/24/2011 | | A | 3,000 | A | \$ 0 (1) | 12,633 D |
| Common Stock, par value \$0.01 per share | 10/01/2011 | | A | 13,818 | A | \$ 9 (2) | 26,451 D |
| Common Stock, par | | | | | | 1,861 (3) | D |

value \$0.01
per share

Common
Stock, par
value \$0.01
per share

53,907 ⁽⁴⁾

I

By Trust

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.

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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 (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 | 01/22/2008 ⁽⁵⁾ | | A | 3,000 | 01/22/2010 01/22/2018 | Common Stock | 3,000 |
| Stock Option | \$ 10 | 05/22/2009 ⁽⁵⁾ | | A | 3,000 | 05/22/2011 05/22/2019 | Common Stock | 3,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Stanley William G
C/O AMERICAN REALTY CAPITAL TRUST, INC.
405 PARK AVENUE
NEW YORK, NY 10022

X

Signatures

/s/ William G.
Stanley

03/01/2012

**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).

- Restricted shares of common stock issued pursuant to the issuer's Restricted Share Plan. Restricted shares originally vested over a five year period following the first anniversary of the date of grant in increments of 20% per annum. On March 1, 2012, the restricted shares vested upon the listing of the issuer's common stock on NASDAQ.
- (1) Issued for board related services in lieu of cash consideration.
 - (2) Shares were acquired under the issuer's dividend reinvestment plan.
 - (3) Includes 9,463 shares acquired under the issuer's dividend reinvestment plan.
 - (4) Amends the exercise date and expiration date of the stock options reported in the Form 3 previously filed due to a clerical error.

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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