

Gaming & Leisure Properties, Inc.
 Form 4
 February 05, 2015

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 *
 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)
 825 BERKSHIRE BLVD., SUITE 400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Accounting Officer

WYOMISSING, PA 19610

(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 | | |
| Common Stock ⁽¹⁾ | 02/03/2015 | | M | 3,000 | A \$ 12.41 | 41,156 | D |
| Common Stock ⁽¹⁾ | 02/03/2015 | | S | 3,000 | D \$ 34 | 38,156 | D |
| Common Stock ⁽¹⁾ | 02/04/2015 | | M | 5,260 | A \$ 12.41 | 43,416 | D |
| Common Stock ⁽¹⁾ | 02/04/2015 | | S | 5,260 | D \$ 34 | 38,156 | D |
| Common Stock ⁽¹⁾ | 02/04/2015 | | M | 9,911 | A \$ 19.22 | 48,067 | D |

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Common Stock ⁽¹⁾ 02/04/2015 S 9,911 D \$ 34 38,156 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) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Options (right to buy) ⁽¹⁾ | \$ 12.41 | 02/03/2015 | | M | 3,000 | 01/02/2013 01/02/2016 | Common Stock | 3,000 |
| Non-Qualified Stock Options (right to buy) ⁽¹⁾ | \$ 12.41 | 02/04/2015 | | M | 5,260 | 01/02/2013 01/02/2016 | Common Stock | 5,260 |
| Stock Options (right to buy) ⁽¹⁾ | \$ 19.22 | 02/04/2015 | | M | 3,990 | 01/12/2009 01/12/2016 | Common Stock | 3,990 |
| Non-Qualified Stock Options (right to buy) ⁽¹⁾ | \$ 19.22 | 02/04/2015 | | M | 5,921 | 01/12/2009 01/12/2016 | Common Stock | 5,921 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Burke Desiree A. 825 BERKSHIRE BLVD. | Chief Accounting Officer |

SUITE 400
WYOMISSING, PA 19610

Signatures

Desiree Burke

02/05/2015

 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 transactions set forth on this Form 4 were made pursuant to a stock trading plan executed by Ms. Burke on October 31, 2014 established pursuant to Rule 10b5-1.

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.