

Stanley William G  
Form 4/A  
March 01, 2012

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

value \$0.01  
per share

Common  
Stock, par  
value \$0.01  
per share

53,907 <sup>(4)</sup>

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D)                                                                 |                                           |
| Stock<br>Option                                     | \$ 10                                                              | 01/22/2008 <sup>(5)</sup>               |                                                             | A                                    |                                                                                                                 | 3,000                                                          | 01/22/2010 01/22/2018                                               | Common<br>Stock 3,000                     |
| Stock<br>Option                                     | \$ 10                                                              | 05/22/2009 <sup>(5)</sup>               |                                                             | A                                    |                                                                                                                 | 3,000                                                          | 05/22/2011 05/22/2019                                               | Common<br>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
- (1) 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.
  - (2) Issued for board related services in lieu of cash consideration.
  - (3) Shares were acquired under the issuer's dividend reinvestment plan.
  - (4) Includes 9,463 shares acquired under the issuer's dividend reinvestment plan.
  - (5) 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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