Spirit Realty Capital, Inc. Form 4

March 10, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Manheimer Mark

(Last) (First) (Middle)

C/O SPIRIT REALTY CAPITAL, INC., 16767 NORTH PERIMETER DRIVE, SUITE 210

(Street)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Spirit Realty Capital, Inc. [SRC]

3. Date of Earliest Transaction

(Month/Day/Year) 03/06/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP - Asset Management

10% Owner

Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

X_ Officer (give title

SCOTTSDALE, AZ 85260

(City)

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired		5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect		
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership	
		` ,					Following	Indirect (I)	(Instr. 4)	
							Reported	(Instr. 4)		
					(A)		Transaction(s)	` '		
					or		(Instr. 3 and 4)			
			Code V	Amount	(D)	Price	,			
Common										
Stock, par	02/06/2017			22 124		\$	145,018	ъ		
value \$0.01	03/06/2015		A	32,124	A	11 67	145,018	D		
						11.07				
per share										

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

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security	urity Acquired								Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	* 11	Title	Number		
						Lacicisable			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

03/10/2015

Manheimer Mark C/O SPIRIT REALTY CAPITAL, INC. 16767 NORTH PERIMETER DRIVE, SUITE 210 SCOTTSDALE, AZ 85260

EVP - Asset Management

Signatures

/s/ Michael A. Bender, as attorney-in-fact for Mark L. Manheimer

> **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).

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.

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