SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* CLIFFORD WILLIAM J (Last) (First) (Middle) 845 BERKSHIRE BLVD (Street) WYOMISSING PA 19610 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol Gaming & Leisure Properties, Inc. [GLPI] 3. Date of Earliest Transaction (Month/Day/Year) 10/20/2015 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director .... 10% Owner X Officer (give title below) .... Other (specify below) Sr VP-Chief Financial Officer 6. Individual or Joint/Group Filing (Check Applicable Line) X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/20/2015		M		4,921	A	(1)	113,249	D	
Common Stock	10/20/2015		D		4,921	D	$30.06	108,328	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Unit	(1)	10/20/2015		M			4,921	10/20/2015	10/20/2015	Common Stock	4,921	(1)	0	D	

Explanation of Responses:

1. The recipient receives a cash payment for each unit equal to the fair market value on the vesting date of one share of the Company's Common Stock. Pursuant to the Company's 2013 Long Term Incentive Compensation Plan, "fair market value" is the closing sales price on the immediately preceding business day of a share of the Company's Common Stock as reported on the principal securities exchange on which shares of the Company's Common Stock are then listed or admitted to trading.

Remarks:

/s/William J. Clifford   10/22/2015

** Signature of Reporting Person   Date