## Edgar Filing: Power REIT - Form 4

| Power REIT   |   |  |  |                                |       |   |  |  |                        |  |
|--|---|--|--|--------------------------------|-------|---|--|--|------------------------|--|
| Form 4   | 0.0010                                  |  |  |                                |       |   |  |  |                        |  |
| September 10   | _                                       |  |  |                                |       |   |  |  | PPROVAL                |  |
| FORM   |   | ITIES AND EXCHANGE COMMISSION<br>hington, D.C. 20549 |  |                                |       |   | 3235-0287  |  |                        |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Check this box<br>if no longer<br>Section 16.<br>Section 16.<br>Check this box<br>if no longer<br>Section 16.<br>Section 16.<br>Section 16.<br>Section 16.<br>S |   |  |  |                                |       | rs per  |  |  |                        |  |
| (Print or Type R   | Responses)                              |  |  |                                |       |   |  |  |                        |  |
| Lesser David H Sym   |   |  | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>Power REIT [PW] |                                |       |   | 5. Relationship of Reporting Person(s) to<br>Issuer  |  |                        |  |
| (Last)   | (First) (M                              | iddle) 3. Dat  | e of Earliest Trans  | saction                        |       |   | (Chec  | k all applicable   | e)                     |  |
| (Month/  |   |  | onth/Day/Year)<br>/06/2013   |                                |       | _X_ Director _X_ 10% Owner<br>_X_ Officer (give title Other (specify<br>below) below)<br>Chairman and CEO                               |  |  |                        |  |
|  |   |  | Amendment, Date Original<br>(Month/Day/Year)                             |                                |       | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul> |  |  |                        |  |
| OLD BETH   | PAGE, NY 11804                          | Ļ  |  |                                |       |   |  | Aore than One Re   |                        |  |
| (City)   | (State) (State)                         | Zip) T   | able I - Non-Deri  | ivative S                      | ecuri | ties Acq  | uired, Disposed of   | f, or Beneficial   | lly Owned              |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | Execution Date,<br>any                               | if Transaction(A   | A) or Dis<br>D)<br>Instr. 3, 4 | spose | d of  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | Indirect<br>Beneficial |  |
| Common   | 09/06/2013                              |  |  |                                | A     | \$<br>8.11  | 306,587 <u>(1)</u>   | Ι  | See<br>Footnote        |  |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>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.<br>Transactic<br>Code<br>(Instr. 8) | 5.<br>onNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Secur | ınt of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------|--|---|---|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |   |

## **Reporting Owners**

| Reporting Owner Name / Address                               | Relationships |           |                     |       |  |  |  |  |
|--|---------------|-----------|---------------------|-------|--|--|--|--|
|  | Director      | 10% Owner | Officer             | Other |  |  |  |  |
| Lesser David H<br>301 WINDING ROAD<br>OLD BETHPAGE, NY 11804 | Х             | Х         | Chairman<br>and CEO |       |  |  |  |  |
| Signatures   |               |           |                     |       |  |  |  |  |

| David H. Lesser                            | 09/10/2013 |
|--|------------|
| <u>**</u> Signature of<br>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).

After giving effect to the reported transaction(s), Mr. Lesser has beneficial ownership of 306,587 shares: 165,186 directly (including restricted stock and option equity grants under the Trust's 2012 Equity Incentive Plan), 87,138 through Hudson Bay Partners LP, a wholly

(1) restricted stock and option equity grants under the Hust's 2012 Equity incentive Haily, 87,158 through Huston Bay Fattlers EF, a whony owned affiliate, and 54,263 through HBP PW LLC, an affiliate managed by David H. Lesser. Approximately 99.8% of the share capital of HBP PW LLC has been provided by a third-party investor.

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.