

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Regan Kenneth P	Sterling Real Estate Trust [NONE]	☐ Director ☒ 10% Owner ☒ Officer (give title below) ☒ Other (specify below) Chief Executive Officer / Trustee
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
1711 GOLD DRIVE SOUTH, SUITE 100	1/10/2017	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	
FARGO, ND 58103		
(City) (State) (Zip)		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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Limited Partnership Units (1)	(1)	1/10/2017		J (2)		26708.1696		(3)	(4)	Common Shares	26708.1696	\$16.00	2318415.2587	D	

Explanation of Responses:

- (1) Pursuant to the LLLP Agreement of the operating partnership, holders of limited partnership units may, after a two year holding period, elect to have their limited partnership units redeemed. Upon a redemption request, Sterling Real Estate Trust has the option to purchase the limited partnership units directly, either in cash or in common shares of beneficial interest at an exchange rate of one-to-one.
- (2) The reporting person received the Limited Partnership Units in connection with a 721 UPREIT transaction.
- (3) These Limited Partnership Units may be redeemed as described under footnote 1 anytime after a two year holding period, or January 11, 2019.
- (4) These derivative securities do not have an expiration date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Regan Kenneth P 1711 GOLD DRIVE SOUTH SUITE 100 FARGO, ND 58103		X	Chief Executive Officer	Trustee

Signatures

/s/Bradley J. Swenson Attorney-in-Fact

1/12/2017

**Signature of Reporting Person

Date

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

* 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.

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