

NATIONAL RETAIL PROPERTIES, INC.
 Form 4
 November 02, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTINEZ ROBERT

2. Issuer Name and Ticker or Trading Symbol
NATIONAL RETAIL PROPERTIES, INC. [NNN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
450 S. ORANGE AVENUE, SUITE 900

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
ORLANDO, FL 32801

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	10/30/2015	10/30/2015	A		490	A	\$ 38.4
Common Stock ⁽²⁾	10/30/2015	10/30/2015	A		703	A	\$ 38.4
Common Stock							6,125
						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

SEC 1474 (9-02)

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)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTINEZ ROBERT 450 S. ORANGE AVENUE SUITE 900 ORLANDO, FL 32801	X			

Signatures

/s/ Robert
Martinez
11/02/2015
Date

**Signature of Reporting Person

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).
- (1) Reflects the deferral under the Plan and conversion into stock units of compensation otherwise payable for Board and Committee services.
- (2) Shares were acquired pursuant to a stock award under the National Retail Properties 2007 Performance Incentive Plan in a transaction 16-b.

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. ;">

February 29, 2016
Lee Chen
(Principal Executive Officer)

/s/ Greg Straughn

Chief Financial Officer

February 29, 2016

Greg Straughn

(Principal Accounting and Financial Officer)

/s/ Robert Cochran

Vice President, Legal and Corporate Collaboration

February 29, 2016

Robert Cochran

and Secretary and Director

/s/ Peter Y. Chung

Director

February 29, 2016

Peter Y. Chung

/s/ Alan S. Henricks

Director

February 29, 2016
Alan S. Henricks

/s/ Phillip J. Salsbury

Director

February 29, 2016
Phillip J. Salsbury

EXHIBIT INDEX

Exhibit Number	Description	Filed Herewith	Form	Incorporated by Reference Herein		
				File No.	Exhibit	Filing Date
4.1	Specimen common stock certificate of the Registrant		S-1/A	333-194015	4.1	3/10/2014
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation	X				
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm	X				
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (see Exhibit 5.1)	X				
24.1	Power of Attorney (contained on signature page hereto)	X				
99.1	Amended and Restated 2014 Equity Incentive Plan and forms of agreement thereunder		10-K	001-36343	10.4	2/29/2016
99.2	2014 Employee Stock Purchase Plan and forms of agreement thereunder		S-1/A	333-194015	10.5	3/10/2014