

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL
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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
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	☒ Officer (give title below) ☐ Other (specify below)
1711 GOLD DRIVE SOUTH, SUITE 100	3/1/2020	Chief Executive Officer / Trustee
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
FARGO, ND 58103		☒ Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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)	3/1/2020		J (2)		4561		(3)	(4)	Common Shares	4561	\$19.25	2810860.4323	D	
Limited Partnership Units (1)	(1)	3/1/2020		J (2)		23377		(3)	(4)	Common Shares	23377	\$19.25	2834237.4323	D	
Limited Partnership Units (1)	(1)	3/1/2020		J (2)		13465		(3)	(4)	Common Shares	13465	\$19.25	2847702.4323	D	
Limited Partnership Units (1)	(1)	3/1/2020		J (2)		3367		(3)	(4)	Common Shares	3367	\$19.25	2851069.4323	D	
Limited Partnership Units (1)	(1)	3/1/2020		J (2)		53860		(3)	(4)	Common Shares	53860	\$19.25	229115.3056	I	By Wife

Explanation of Responses:

- (1) The units are subject to exchange or redemption pursuant to the terms of the LLLP Agreement and the applicable redemption plan.
- (2) The reporting person received the Limited Partnership Units in connection with a 721 UPREIT transaction.
- (3) The units are subject to exchange or redemption pursuant to the terms of the LLLP Agreement and the applicable redemption plan.
- (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/Ryan M. Downs, Attorney-in-Fact

Signature of Reporting Person

3/3/2020

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.

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.