

[] 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

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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 <b>and</b> Ticker or Trading Symbol |                         |  |                  |   |                    |              | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |             |   |  |                                       |
|--|---|-------------|---|--------------------|--|-------------------------|--|------------------|---|--------------------|--------------|---|---|-------------|---|--|---------------------------------------|
| Wieland Jan                                    | nes   |             |   | 5                  | Sterl  | ing R                   | Real Est   | ate              | Trust                                   | NON                | $\mathbf{E}$ |   |   |             |   |  |                                       |
| (Last)   | (Firs   | t) (M       | liddle)                                 | 3                  | 3. Date of Earliest Transaction (MM/DD/YYYY)       |                         |  |                  |   |                    |              |   | DirectorX 10% Owner   |             |   |  |                                       |
| (2 ist) (1 ist) (mail)                         |   |             |   |                    |  |                         |  |                  |   |                    |              |   | Officer (give title below)X _ Other (specify below)   |             |   |  |                                       |
| 1711 GOLD DRIVE SOUTH, SUITE<br>100            |   |             |   |                    | 10/16/2017   |                         |  |                  |   |                    |              | Truste  | ee  |             |   |  |                                       |
|  | (Str  | eet)        |   | 4                  | . If A   | mendr                   | nent, Dat  | e Ori            | iginal Fil                              | ed (MM/I           | DD/YY        | YY) 6. Indi   | vidual  | or Joint/G  | roup Filin  | g (Check A   | pplicable Line)                       |
| FARGO, NI                                      | 58103   |             |   |                    |  |                         |  |                  |   |                    |              | Y Fo  | orm filed i   | hy One Reno | orting Person   |  |                                       |
| (City) (State) (Zip)                           |   |             |   |                    |  |                         |  |                  |   |                    |              |   | X _ Form filed by One Reporting Person Form filed by More than One Reporting Person                 |             |   |  |                                       |
| ·  |   | `           | •                                       |                    |  |                         |  |                  |   |                    |              | · ·   |   |             |   |  |                                       |
|  |   |             | Table I -                               | Non-D              | eriva  | tive So                 | ecurities  | Acqı             | uired, Di                               | sposed             | of, or       | Beneficiall   | y Own   | ed          |   |  |                                       |
| 1. Title of Security<br>(Instr. 3)             |   |             | 2. Tra                                  | 2. Trans. Date     |  | eemed<br>tion<br>if any | 3. Trans. Code<br>(Instr. 8)   |                  | Disposed of (D) Fo                      |                    |              | Following F   | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) |             |   | Ownership<br>Form:                                 | Beneficial                            |
|  |   |             |   |                    |  |                         | Code   | v                | Amount                                  | (A) or<br>(D)      | Price        |   |   |             |   | Direct (D)<br>or Indirect<br>(I) (Instr.<br>4)     | Ownership<br>(Instr. 4)               |
| Common Shares 10/16/201                        |   |             | 5/2017                                  |                    |  | P                       |  | 1851.0113<br>(1) | /                                       | \$15.67            |              | 119081.7409   |   |             | D   |  |                                       |
| Common Shares 10/16/2017                       |   |             |   | 5/2017             |  |                         | P  |                  | 606.0606<br>(1)                         | A                  | \$16.5       |   | 119687.8015   |             |   | D  |                                       |
| Common Shares 10/16/2017                       |   |             |   | 5/2017             |  |                         | P  |                  | 679.4099<br>(1)                         | A                  | \$15.67      | 5   | 43708.7208  |             |   | I  | By Wieland<br>Investments,<br>LLLP    |
| Common Shares 10/16/2017                       |   |             |   | 5/2017             |  |                         | P  |                  | 606.0606<br>(1)                         | A                  | \$16.5       |   | 44314.7814  |             |   | I  | By Wieland<br>Investments,<br>LLLP    |
|  | Tab   | le II - Dei | ivative Se                              | curitie            | s Ben  | eficial                 | ly Owne  | d ( <i>e</i> .   | g., puts                                | calls, v           | varra        | nts, options  | , conve   | ertible sec | curities)   |  |                                       |
| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative | Date Exe    | 3A. Deemed<br>Execution<br>Date, if any | 4. Trar<br>(Instr. | r. 8) Deriv<br>Acqu<br>Disp                        |                         | umber of<br>vative Securities<br>uired (A) or<br>osed of (D)<br>r. 3, 4 and 5) |                  | 6. Date Exercisable and Expiration Date |                    | Secu         | tle and Amount<br>rities Underlyin<br>vative Security<br>r. 3 and 4)    | rlying Derivative   |             | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned | Ownersh<br>Form of<br>Derivati<br>Security         | Beneficial<br>Ownership<br>(Instr. 4) |
|  | Security  |             |   | Code               | e V  | (A                      | ) (D   | I                | Date<br>Exercisable                     | Expiration<br>Date | Title        | Amount or Nu<br>Shares  | umber of  |             | Following<br>Reported<br>Transaction<br>(Instr. 4)                | Direct (D)<br>or Indirect<br>(s) (I) (Instr.<br>4) | ect                                   |

### **Explanation of Responses:**

(1) Includes shares acquired on October 16, 2017 under the Sterling dividend reinvestment plan.

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |         |  |  |  |
|--|---------------|-----------|---------|---------|--|--|--|
| Reporting Owner Name / Address   | Director      | 10% Owner | Officer | Other   |  |  |  |
| Wieland James<br>1711 GOLD DRIVE SOUTH<br>SUITE 100<br>FARGO, ND 58103 |               | X         |         | Trustee |  |  |  |

#### **Signatures**

/s/Ryan M. Downs, Attorney-in-Fact 10/18/2017

\*\* 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.

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.

#### LIMITED POWER OF ATTORNEY FOR

#### SECTION 16 REPORTING OBLIGATIONS

Know all by these present, that the undersigned hereby makes, constitutes and appoints each of Kenneth P. Regan, Ryan M. Downs, Joel S. Thomsen and Angie Stock, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Sterling Real Estate Trust, d/b/a Sterling Multifamily Trust, a North Dakota real estate investment trust (the "Trust"), with the United States Securities and Exchange Commission, any national securities exchanges and the Trust, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Trust's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Limited Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Trust nor either of such attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

| requisite, necessary or appropriate to be done in and about the foregoing matters  | full power and authority to do and perform all and every act and thing whatsoever as fully to all intents and purposes as the undersigned might or could do if present, dersigned, shall lawfully do or cause to be done by virtue of this Limited Power of |
|--|---|
| This Limited Power of Attorney shall remain in full force and effect until revoked | d by the undersigned in a signed writing delivered to each such attorney-in-fact.   |
| IN WITNESS WHEREOF, the undersigned has caused this Limited Power of At            | torney to be executed as of   |
| , 2017.  |   |
| James S.   | ature <u>Wieland</u> Name   |
| STATE OF NORTH DAKOTA  | ) ss.   |
| COUNTY OF CASS   | )   |
| This instrument was acknowledged before me on this day of, 201                     | 7, by James S. Wieland.   |

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public