WHITEHURST JULIAN E

Form 4

February 20, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

0.5

January 31, Expires:

OMB APPROVAL

2005 Estimated average

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Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WHITEHURST JULIAN E Issuer Symbol NATIONAL RETAIL (Check all applicable) PROPERTIES, INC. [NNN] (Middle) (Last) (First) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 450 S. ORANGE AVENUE, SUITE 02/15/2018 President and CEO 900 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

ORLANDO, FL 32801

(State)

(Zip)

(City)

(,)	()	Tabl	e I - Non-L	Perivative S	Securi	ties Acqu	iirea, Disposea of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/15/2018	02/15/2018	Code V	Amount 25,936 (1)	or (D)	Price \$ 37.06	(Instr. 3 and 4) 316,762	D	
Common Stock	02/15/2018	02/15/2018	A	77,809 (2)	A	\$ 37.06	394,571	D	
Common Stock	02/15/2018	02/15/2018	D	13,348 (3)	D	\$ 0	381,223	D	

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

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Table I Non Derivative Securities Acquired Disposed of an Paneficially Ov

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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	2. Conversion	3. Transaction Date		4.	5. ionNumber	6. Date Exerc		7. Tit		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	execution Date, if any (Month/Day/Year)	Code (Instr. 8)	of	.		Under	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WHITEHURST JULIAN E 450 S. ORANGE AVENUE SUITE 900 ORLANDO, FL 32801

President and CEO

Signatures

/s/ Julian E. 02/20/2018 Whitehurst

**Signature of Reporting Date
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) The shares will vest 25% annually beginning in 2019 through 2022. The Reporting Person has voting and dividend rights on all of these shares, including unvested shares.
- (2) Shares will vest on January 1, 2021 based upon achieving certain total shareholder returns. The Reporting Person has no dividend or voting rights on these shares until the shares have vested.
- (3) Restricted shares forfeited as a result of certain conditions not begin met.

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.

Reporting Owners 2