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Power REIT
Form 8-K
May 29, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

Current Report Pursuant
to Section 13 or 15(d) of the
Securities Exchange Act of 1934

POWER REIT
(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction of Incorporation)

333-177802
(Commission File Number)

45-3116572
(I.R.S. Employer Identification No.)

55 Edison Avenue, West Babylon, New York
(Address of Principal Executive Offices)

11704
(Zip Code)

(212) 750-0373
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions

Written communications pursuant to Rule 425 under the Securities Act (17 CFT|R 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 5: CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.07 Submission of Matters to a Vote of Shareholders

Power REIT's (the "Trust") 2012 Annual Meeting of shareholders was held on May 24, 2012, at which time the shareholders elected the Trust's nominees (David H. Lesser, Virgil E. Wenger, William S. Susman and Patrick R. Haynes, III), ratified the Trust's independent audit firm and approved the Trust's 2012 Equity Incentive Plan. The results were certified by American Election Services, LLC, the annual meeting's Independent Inspector of

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Elections, as follows:

1) The election of the following trustees to serve until the Trust's next annual meeting:

	FOR	WITHHELD
David. H. Lesser	582,714	17,406
Virgil E. Wenger	576,125	23,995
William S. Susman	581,762	18,358
Patrick R. Haynes, III	564,921	35,199

2) The ratification of Gibbons & Kawash, A.C. ("GK") as the Trust's independent audit firm for 2012.

	FOR	AGAINST	ABSTAIN
Ratification of GK	587,946	8,229	3,946

2) The approval of Power REIT's 2012 Equity Incentive Plan ("Plan").

	FOR	AGAINST	ABSTAIN
Approval of Plan	499,543	90,377	10,200

SECTION 8: OTHER EVENTS

Item 8.01

On May 29, 2012, the Trust released a press release announcing the results of its 2012 Annual Meeting.

A copy of the press release is attached to this report as Exhibit 99.1 and incorporated herein by reference.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

No.	Description
99.1	Press Release of Power REIT dated May 29, 2012

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 29, 2012

POWER REIT

By: /s/ David H. Lesser
Name: David H. Lesser

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Title: CEO and Chairman