

OMB APPROVAL	
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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

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* <u>ASHNER MICHAEL L</u> (Last) (First) (Middle) <u>C/O WINTHROP FINANCIAL ASSOCIATES</u> <u>TWO JERICHO PLAZA WING A</u> (Street) <u>JERICHO NY 11753</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Winthrop Realty Trust [FUR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chairman and CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/03/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares of Beneficial Interest	06/03/2016		S ⁽¹⁾		5,000	D	\$9.7	3,054,251	I	notes ⁽²⁾⁽³⁾
Common Shares of Beneficial Interest	06/06/2016		S ⁽¹⁾		5,000	D	\$9.66	3,049,251	I	notes ⁽²⁾⁽³⁾
Common Shares of Beneficial Interest	06/07/2016		S ⁽¹⁾		5,000	D	\$9.63	3,044,251	I	notes ⁽²⁾⁽³⁾

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- Shares were sold by the Ashner Family Evergreen Foundation, a New York not-for-profit corporation (the "Foundation"), an entity which the Reporting Person is a director, in order to satisfy the Foundation's charitable commitments. The Reporting Person had previously disclaimed beneficial ownership of the shares sold by the Foundation.
- After giving effect to all reported transactions, Shares are comprised of (i) 2,671,369 shares held by FUR Investors LLC ("Investors"); (ii) 287,882 shares held directly by Michael L. Ashner and his wife; and (iii) 85,000 shares held by the Foundation.
- The Reporting Person disclaims beneficial ownership of the shares held by the Foundation. For purposes of Section 16 of the Act: (i) Investors beneficially owns 2,671,369 shares of Beneficial Interest, (ii) FUR Holdings LLC beneficially owns the number of shares of Beneficial Interest listed by Investors as held by Investors, (iii) WEM-FUR Investors LLC ("WEM") beneficially owns 1,621,733 shares of Beneficial Interest and (iv) Mr. Ashner owns 1,282,518 of the shares beneficially owned by WEM. The shares held by Investors are subject to distribution to its members at any time upon request of such member.

Michael L. Ashner 06/07/2016

** 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 Number.