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Power REIT  
Form 8-K  
May 24, 2013

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)

000-54560 45-3116572  
(Commission File Number) (I.R.S. Employer Identification No.)

301 Winding Road, Old Bethpage, New York 11804  
(Address of Principal Executive Offices) (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))

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## SECTION 5: CORPORATE GOVERNANCE AND MANAGEMENT

### Item 5.07 Submission of Matters to a Vote of Shareholders

Power REIT's (the "Trust") 2013 Annual Meeting of shareholders was held on May 21, 2013. For more information on the following proposals, see the company's proxy statement dated April 26, 2013, the relevant portions of which are incorporated herein by reference. Below are the final voting results.

1) Shareholders elected each of the four nominees to the Board of Trustees for a one-year term:

	FOR	WITHHELD	BROKER NONVOTES
David. H. Lesser	785,041	40,283	657,752
Virgil E. Wenger	775,836	49,488	657,752
William S. Susman	780,579	44,745	657,752
Patrick R. Haynes, III	783,139	42,185	657,752

2) Advisory Vote on Executive Compensation

FOR	AGAINST	ABSTAIN
692,482	79,037	53,805

3) Advisory Vote on the Frequency of Holding Future Advisory Votes on Executive Compensation

1 YEAR	2 YEARS	3 YEARS	ABSTAIN
306,516	155,409	241,875	121,524

4) Shareholders ratified Gibbons & Kawash, A.C. as the Trust's independent audit firm for 2013.

FOR	AGAINST	ABSTAIN
1,421,391	32,644	29,041

### 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 23, 2013

POWER REIT

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By: /s/ David H. Lesser  
Name: David H. Lesser  
Title: CEO and Chairman