### Edgar Filing: Sullivan Gregory W - Form 4

Sullivan Gre Form 4 April 22, 201										
FORM	ГЛ	CT A TEC	GECU	DITIEC				т	PPROVAL	
	UNITED	E COMMISSION	N OMB Number:	3235-0287						
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pur Section 17(	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type F	Responses)									
1. Name and Address of Reporting Person <u>*</u> Sullivan Gregory W			2. Issuer Name <b>and</b> Ticker or Trading Symbol STAG Industrial, Inc. [STIR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O STAG HIGH STRE	NC., 99	3. Date of Earliest Transaction (Month/Day/Year) 04/20/2011			Director 10% Owner X Officer (give title Other (specify below) below) CFO, EVP and Treasurer					
			ionth/Day/Year)     Applicable Line)       _X_ Form filed b			Joint/Group Filing(Check				
BOSTON, N	MA 02110						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	Code (Instr. 8)		(A) or of (D)	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)	
Reminder: Rep	ort on a separate line	e for each cla	uss of sec	urities bene	Perso inform requir	ns who rest nation cont ed to resp ys a curre	or indirectly. spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f			
				Code	v	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership Units (1)	<u>(1)</u>	04/20/2011		J <u>(2)</u>		3,731	04/20/2012	<u>(3)</u>	Common Stock, par value \$0.01 per share	3,731
LTIP Units $(4)$	(5)	04/20/2011		A		19,666	(5)	<u>(5)</u>	Common Stock, par value \$0.01 per share	19,666

# **Reporting Owners**

Reporting Owner Name / Address			Relationships				
	Director	10% Owner	Officer	Other			
Sullivan Gregory W C/O STAG INDUSTRIAL, INC. 99 HIGH STREET, 28TH FLOOR BOSTON, MA 02110			CFO, EVP and Treasurer				
Signatures							
/s/ Kathryn Arnone, Attorney-in-Fact		/22/2011					
**Signature of Reporting Person		Date					
Evolution of Responses:							

# **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).

Represents common units of limited partnership interest ("OP Units") in STAG Industrial Operating Partnership, L.P., a Delaware limited partnership (the "Operating Partnership"). The OP Units are redeemable, beginning April 20, 2012, for cash equal to the then (1)

(1) current-market value of one share of the common stock of STAG Industrial, Inc. (the "Issuer") or, at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.

The OP Units were issued pursuant to contribution agreements with the Issuer and the Operating Partnership, pursuant to which the reporting person contributed its interests in certain entities that directly or indirectly owned interests in the predecessor management

(2) reporting person controlated its interests in certain entries that uncerty of inducerty owned interests in the predecessor management company, to the Operating Partnership and its subsidiaries. The value of the OP Units was \$13.00 per share as of the Transaction Date, based on the price of the common stock of the Issuer at the time of the Issuer's initial public offering.

- (3) The OP Units are vested as of the date of issuance. The OP Units have no expiration date.
- (4) The long-term incentive plan units of the Operating Partnership ("LTIP Units") were granted to the reporting person on April 20, 2011 pursuant to the Issuer's 2011 Equity Incentive Plan.

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LTIP Units are subject to forfeiture over a five-year period. Over time, the LTIP Units can achieve full parity with the OP Units for all

(5) purposes. If such parity is reached, non-forfeitable LTIP Units may be converted into OP Units and then may be redeemed for cash equal to the then current-market value of one share of the Issuer's common stock or, at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis. The LTIP Units do not have an expiration date.

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.