## Edgar Filing: WEGER HANS S - Form 4

WEGER HAI Form 4										
April 22, 201	Л		CECU	DIFIEG					PPROVAL	
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287 January 31,	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed pur S. Filed pur Section 17(	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								
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> WEGER HANS S			Symbol	er Name <b>an</b> Industrial		C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) ( NDUSTRIAL, I ET, 28TH FLO			of Earliest T Day/Year) 2011	ransaction		X Director Officer (giv below)	109	% Owner her (specify	
(Street) BOSTON, MA 02110			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Tak	la I Non	Dorivativa	Socurities A	Person Acquired, Disposed	of or Ropoficio	lly Ownod	
	2. Transaction Date Month/Day/Year)	-	ed Date, if	3.	4. Securit onAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	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	
Reminder: Repo	ort on a separate line	e for each cl	ass of sec		ficially ow Perso inforn requit	ned directly ons who resonation cont red to resp ays a curre		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	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securit

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr.			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units <u>(1)</u>	<u>(2)</u>	04/20/2011		A		8,279		(2)	(2)	Common Stock, par value \$0.01 per share	8,279	<u>(1)</u>

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
WEGER HANS S C/O STAG INDUSTRIAL, INC. 99 HIGH STREET, 28TH FLOOR BOSTON, MA 02110	Х						
Signatures							
/s/ Kathryn Arnone, Attorney-in-Fact	04/	/22/2011					
**Signature of Reporting Person		Date					

## **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 long-term incentive plan units of STAG Industrial Operating Partnership, L.P. ("LTIP Units") were granted to the reporting person on April 20, 2011 pursuant to the 2011 Equity Incentive Plan of STAG Industrial, Inc. (the "Issuer").

LTIP Units are subject to forfeiture over a five-year period. Over time, the LTIP Units can achieve full parity with the common units of limited partnership of STAG Industrial Operating Partnership, L.P. ("OP Units") for all purposes. If such parity is reached, non-forfeitable

(2) 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.