## Edgar Filing: Mecke Stephen C - Form 4

| Form 4   | ohen C   |  |   |                               |  |   |  |  |   |  |
|--|--|--|---|-------------------------------|--|---|--|--|---|--|
| January 05,  | , 2012   |  |   |                               |  |   |  |  |   |  |
| FORM   |  | CTATES SI  | ECUDI   | TIEC A                        |  |   | COMMERIO   | N.T.   | PPROVAL   |  |
|  | Washington, D.C. 20549 Nu                      |  |   |                               |  |   | N OMB<br>Number:   | 3235-028   |   |  |
| if no longer   |  |  |   |                               |  |   |  | Expires:   | January 31<br>200   |  |
| subject<br>Section<br>Form 4                                 | to STATEN<br>16.<br>or                         | MENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES |   |                               |  |   |  |  | average<br>urs per<br>. 0.4                                       |  |
| Form 5<br>obligati<br>may con<br><i>See</i> Inst<br>1(b).    | ntinue. Section 17(                            | a) of the Pub  | Section 16(a) of the Securities Exchange Act of 1934,<br>Public Utility Holding Company Act of 1935 or Section<br>) of the Investment Company Act of 1940 |                               |  |   |  |  |   |  |
| (Print or Type   | e Responses)                                   |  |   |                               |  |   |  |  |   |  |
| 1. Name and Address of Reporting Person *<br>Mecke Stephen C |  |  | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>STAG Industrial, Inc. [STAG]   |                               |  |   | 5. Relationship of Reporting Person(s) to Issuer   |  |   |  |
|  |  |  |   |                               |  |   | (Check all applicable)   |  |   |  |
|  | (First) (<br>G INDUSTRIAL, I<br>REET, 28TH FLO | (M<br>NC., 99 01   | Date of F<br>Month/Day<br>1/03/201  | y/Year)                       | ransaction   |   | below)   | ve title Oth<br>below)<br>COO and EVP                                | % Owner<br>ner (specify   |  |
| (Street)   |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)  |                               |  |   | <ul> <li>6. Individual or Joint/Group Filing(Check<br/>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |  |   |  |
| BOSTON,  | MA 02110                                       |  |   |                               |  |   | Person   | More than One R  | eporting  |  |
| (City)   | (State)  | (Zip)  | Table   | I - Non-I                     | Derivative   | Securities A                            | cquired, Disposed  | of, or Beneficia   | lly Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)                         | 2. Transaction Date<br>(Month/Day/Year)        | 2A. Deemed<br>Execution Dat<br>any<br>(Month/Day/Y       | C<br>Year) (I   | ransactio<br>ode<br>instr. 8) | 4. Securiti<br>nAcquired<br>Disposed<br>(Instr. 3, 4 | (A) or<br>of (D)<br>and 5)<br>(A)<br>or | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Domindam Da  | anant an a concepto line                       | for each along   |   |                               | Amount   | (D) Price                               |  |  |   |  |
| Keminder: Ke   | eport on a separate line                       | or each class  | oi securi   | ues benei                     | Perso<br>inform<br>requir                            | ns who res<br>ation cont<br>ed to respo | point to the colle<br>ained in this form<br>and unless the fo<br>ntly valid OMB co   | n are not<br>orm   | SEC 1474<br>(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 | 8. Pr |
|-------------|-------------|---------------------|--------------------|-----------------------|--------------|-------------------------|------------------------|-------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionDerivative |              | Expiration Date         | Underlying Securities  | Deriv |
| Security    | or Exercise |                     | any                | Code                  | Securities   | (Month/Day/Year)        | (Instr. 3 and 4)       | Secu  |

number.

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## 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 January 3, 2012 pursuant to the 2011 Equity Incentive Plan of 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.