## Edgar Filing: Sullivan Gregory W - Form 4

Sullivan Gre Form 4	egory W								
September 1									
FORM	<b>A 4</b> UNITED	STATES					COMMISSIO		PPROVAL 3235-0287
Check the if no lon	iger STATEN	Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF					Expires:	January 31, 2005	
subject to Section 16. Form 4 or								Estimated burden hou response	urs per
Form 5 obligations may continue. See Instruction 1(b). 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	Responses)								
1. Name and A Sullivan Gi	Symbol	er Name <b>an</b> Industrial		C	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (	Middle)	3. Date of	of Earliest T	ransaction	(Ch	eck all applicabl	e)	
C/O STAG HIGH STR	(Month/ 09/10/2	Day/Year) 2012			Director 10% Owner X Officer (give title Other (specify below) CFO, EVP and Treasurer				
D. C. MILLING	4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>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	whole than one R	epotting
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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		(D) Price			
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	-	-	or indirectly. spond to the colle	ection of s	SEC 1474
					inforn requii	nation cont red to resp ays a curre	tained in this forn ond unless the fo ntly valid OMB co	n are not rm	(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 o
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		(Mo	nth/Day/Year)	(Instr.	8)	Acquired ( or Dispose (D) (Instr. 3, 4 and 5)	ed of				
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Partnership Units (1)	<u>(1)</u>	09/10/2012			J <u>(2)</u>		24,424		04/20/2012 <u>(3)</u>	<u>(3)</u>	Common Stock, par value \$0.01 per share	24,424
Reporti	ng Own	ers										
Reporting Owner Name / Address				Relationships								
			rector	ector 10% Owner		Officer			Other			
	NDUSTRIAL REET, 28TH				CFO	), E'	VP and T	reas	urer			
Signatu	ires											

/s/ Kathryn Arnone, Attorney-in-Fact	09/11/2012
<b>**</b> Signature of Reporting Person	Date

\*\*Signature of Reporting Person

## **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).

This represents common units of limited partnership interests ("OP Units") in STAG Industrial Operating Partnership, L.P.; a Delaware limited partnership ("Operating Partnership"). Beginning April 20, 2012 the OP Units are deemable for cash equal to the then current

- (1) market value of one share of STAG Industrial, Inc. (the "Issuer") stock or, at the election of the Issuer, for the shares of the Issuer's common stock on a one-for-one basis.
- The OP Units were issued to the reporting person as a distribution from STAG Investments IV, LLC and STAG GI Investments, LLC, (2)contributors to the Issuer's formation transactions.
- (3) The OP Units are vested as of the date of issuance, April 20, 2012, and have no expiration date.
- The OP Units were distributed in accordance with the membership interest percentage owned by the members of the STAG Investments (4) IV, LLC, and STAG GI Investments, LLC, irrespective of the price of Issuer's stock.

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.