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| Form 4 | | | | | | | | | | |
|--|---|---|--|--|---|--|--|--|---|--|
| September 1 | _ | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | 9PROVAL 3235-0287 | |
| Check th if no lon | cor | () usington, 2.0. 200 17 | | | | | | | | |
| subject t Section Form 4 c Form 5 | o SIAIEN 16. or | | SECUI | burden hou response | urs per | | | | | |
| obligatic may con <i>See</i> Instr 1(b). | tinue. Section 17 | a) of the l | Public U | Itility Hol | ding Con | | nge Act of 1934, of 1935 or Secti 940 | | | |
| (Print or Type | Responses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> King David G | | | Symbol | er Name an Industrial | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | 3. Date of | of Earliest T | ransaction | - | (Check all applicable) | | | | | |
| C/O STAG HIGH STR | (Month/Day/Year) 09/10/2012 | | | | Director 10% Owner X Officer (give title Other (specify below) below) EVP and Director-Real Estate | | | | | |
| (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 | | | | |
| | | (7:) | | | | | Person | | | |
| (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) Code V | 4. Securit nAcquired Disposed (Instr. 3, 4 | (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 Beneficial Ownership (Instr. 4) | |
| | | | | | | | | | | |
| Reminder: Rej | port on a separate line | e for each cl | ass of sec | urities bene | Perso inform requir | ns who rest nation cont ed to resp ys a curre | or indirectly. Spond to the colle cained in this form ond unless the fo ntly valid OMB co | n are not rm | GEC 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 |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof Derivative | 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) | Acquired (A) or Disposed (D) (Instr. 3, and 5) | d of | | | | |
|--------------------------|------------------------------------|------------|------------------|--------------|----|---|------|-----------------------|--------------------|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Partnership Units (1) | <u>(1)</u> | 09/10/2012 | | J <u>(2)</u> | | 5,992 | | 04/20/2012 <u>(3)</u> | <u>(3)</u> | Common Stock, par value \$0.01 per share | 5,992 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|------------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| King David G C/O STAG INDUSTRIAL, INC. 99 HIGH STREET, 28TH FLOOR BOSTON, MA 02110 | | | EVP and Director-Real Estate | | | | | |
| Signatures | | | | | | | | |

/s/ Kathryn Arnone, Attorney-in-Fact

**Signature of Reporting Person

09/11/2012

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).

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) Initial participant of the 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.
- (2) The OP Units were issued to the reporting person as a distribution from STAG Investments IV, LLC and STAG GI Investments, LLC, 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.
- (4) The OP Units were distributed in accordance with the membership interest percentage owned by the members of the STAG Investments 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.