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Butcher Benja Form 4	amin S											
September 18	3, 2012											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PROVAL 3235-0287				
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	er STATE 5. Filed pu s Section 17	ursuant to s 7(a) of the	F CHAN	GES IN I SECUR 6(a) of the ility Hold	BENEFI ITIES e Securitie ling Com	C IAI es Ex pany	chang Act of	NERSHIP OF the Act of 1934, f 1935 or Sectio 40	Expires: January 31 2005 Estimated average burden hours per response 0.5			
(Print or Type R	esponses)											
Butcher Benjamin S S			Symbol	Name and ndustrial,			<u>p</u>	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3			3. Date of (Month/D	3. Date of Earliest Transaction (Month/Day/Year) 09/17/2012				(Check all applicable) X Director 10% Owner X Officer (give title Other (specify below) below) Chairman, CEO and President				
				mendment, Date Original /onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
BOSTON, M	IA 02110							Form filed by M Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed o	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution any		3.	4. Securition(A) or Dis (D)	ies Ac sposed	quired l of	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		
Common Stock	09/18/2012			С	79,242	А	<u>(1)</u>	92,542	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 2. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** (Month/Day/Year) (Instr. 3 and 4) Security or Exercise any Code Securities (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Amount Expiration Title Date or Exercisable Date Number Code V (A) (D) of Shares Common Stock, par Partnership 09/18/2012 $C^{(1)}$ 79,242 09/18/2012 (1) (1) value 79,242 Units \$0.01 per share

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Butcher Benjamin S C/O STAG INDUSTRIAL, INC. 99 HIGH STREET, 28TH FLOOR BOSTON, MA 02110	Х		Chairman, CEO and President				
Signatures							
/s/ Kathryn Arnone,	00/10/20	10					

Date

Attorney-in-Fact 09/18/2012

**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).

The reporting person redeemed 79,242 common units of limited partnership interests ("OP Units") in STAG Industrial Operating Partnership, L.P., a Delaware limited partnership, of which STAG Industrial, Inc., a Maryland corporation (the "Issuer"), is the sole

(1) member of the general partner. The OP Units are redeemable for cash equal to the current market value of one share of the Issuer's common stock or, at the election of the Issuer, for the shares of the Issuer's common stock on a one-for-one basis. The Issuer elected to redeem the reporting person's OP Units with common stock. The OP Units have no 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.