King David G
Form 4
December 03, 2012

# FORM 4 <br> UNITED STATES SECURITIES AND EXCHANGE COMMISSION <br> Washington, D.C. 20549 <br> Check this box if no longer subject to Section 16. <br> <br> STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF <br> <br> STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 

 SECURITIES} Form 4 or Form 5 obligations may continue. See Instruction

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 1(b).
(Print or Type Responses)


BOSTON, MA 02110
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
$\frac{\text { Director }}{\overline{\mathrm{X}}_{\text {below) }}}$ Officer (give title $\quad 10 \%$ Owner
EVP and Director-Real Estate
Other (specify
6. Individual or Joint/Group Filing(Check
Applicable Line)
_X_Form filed by One Reporting Person __Form filed by More than One Reporting Person
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. <br> Transactio <br> Code <br> (Instr. 8) <br> Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) <br> (A) or <br> Amount <br> (D) | 5. Amount of Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of
SEC 1474
information contained in this form are not
(9-02)
required to respond unless the form
displays a currently valid OMB control number.

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. |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactionf Derivative | Expiration Date | Underlying Securities | De |  |
| Security | or Exercise |  | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) | Sec |


| (Instr. 3) | Edgar Filing: King David G - Form 4 |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Price of <br> Derivative <br> Security |  | (Month/Day/Year) | (Instr. 8) | Acquired <br> (A) or <br> Disposed of <br> (D) <br> (Instr. 3, 4, <br> and 5) |  |  |  |  |
|  |  |  |  | Code V | (A) (D) | Date <br> Exercisable | Expiration Date | Title | Amount <br> or <br> Number <br> of <br> Shares |
| Partnership <br> Units ${ }^{(1)}$ | (1) | 11/30/2012 |  | J (2) | 1,576 | $\stackrel{(3)}{ }$ | (3) | Common <br> Stock, par value \$0.01 per share | 1,576 |

## 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

12/03/2012
${ }_{-}^{* *}$ 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. $78 \mathrm{ff}(\mathrm{a})$.
This represents common units of limited partnership interests ("OP Units") in STAG Industrial Operating Partnership, L.P., a Delaware limited partnership ("Operating Partnership"), of which STAG Industrial, Inc. , a Maryland corporation ("Issuer"), is the sole member of
(1) the general partner. The OP Units are redeemable 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 OP Units have no expiration date.
(2)

The OP Units were issued to the reporting person as a distribution from STAG III Employees, LLC, a contributor to the Issuer's formation transaction.
(3) The OP Units are vested as of the date of issuance and have no expiration date.
(4)

The OP Units were distributed in accordance with membership interest percentage owned by the members of STAG III Employees, 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.

