King David G Form 4 December 03, 2012

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

2. Issuer Name and Ticker or Trading

STAG Industrial, Inc. [STAG]

3. Date of Earliest Transaction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Symbol

(Print or Type Responses)

1. Name and Address of Reporting Person \*

King David G

(Last)

(Instr. 3)

(First) (Middle)

(Month/Day/Year) 11/30/2012

C/O STAG INDUSTRIAL, INC., 99 HIGH STREET, 28TH FLOOR

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

BOSTON, MA 02110

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Director 10% Owner X\_ Officer (give title Other (specify

below) below)

**EVP** and Director-Real Estate

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

(A)

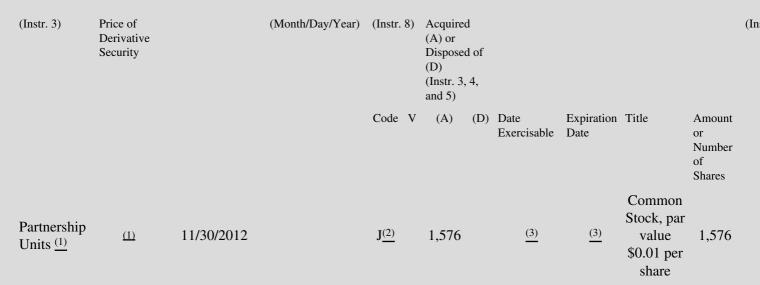
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. I Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** De Code Security or Exercise Securities (Month/Day/Year) (Instr. 3 and 4) Sec any

#### Edgar Filing: King David G - Form 4



# **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. 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"), 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.

Reporting Owners 2