Edgar Filing: Sullivan Gregory W - Form 4

Sullivan Greg Form 4	ory W										
December 11,	2012										
FORM Check this	4 UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PPROVAL 3235-0287 January 31,	
if no longe subject to Section 16 Form 4 or Form 5 obligations may contir <i>See</i> Instruct 1(b).	Filed pur Section 17(STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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						burden hou response	Expires: 200 Estimated average burden hours per response 0.		
(Print or Type Re	esponses)										
Sullivan Gregory W Symb				2. Issuer Name and Ticker or Trading Symbol STAG Industrial, Inc. [STAG]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date (Month/				Date of Earliest Transaction Month/Day/Year) 2/11/2012				(Check all applicable) <u></u> Director 10% Owner <u></u> Officer (give title Other (specify below) below) CFO, EVP and Treasurer			
				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
BOSTON, M	A 02110							Form filed by M Person			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ties Acq	uired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Executio any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securiti n(A) or Dis (D) (Instr. 3, 4 Amount	sposed	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/11/2012			C	28,155	А	<u>(1)</u>	127,704	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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Partnership Units (2)	(2)	12/11/2012		C <u>(1)</u>	28,155	04/20/2012 <u>(3)</u>	<u>(3)</u>	Common Stock, par value \$0.01 per share	28,155

Reporting Owners

Reporting Owner Name / Address			Relationships		
FB	Director	10% Owner	Officer	Other	
Sullivan Gregory W C/O STAG INDUSTRIAL, INC. 99 HIGH STREET, 28TH FLOOR BOSTON, MA 02110			CFO, EVP and Treasurer		
Signatures					
/s/Kathryn Arnona					

/s/ Kathryn Arnone, Attonrey-in-Fact

12/11/2012

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).

The reporting person redeemed 28,155 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

(1) ("Issuer"), is the sole member of 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 Issuer elected to redeem the reporting person's OP Units with common stock. The OP Units have no expiration date.

This represents OP Units in the Operating Partnership. The OP Units are redeemable for cash equal to the then current market value of(2) 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.

- (3) The OP Units are vested as of the date of issuance and have no expiration date.
- (4) 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.

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.