

Fraser F Alexander  
Form 4  
December 11, 2012

**FORM 4**

**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).

**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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fraser F Alexander

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
STAG Industrial, Inc. [STAG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/04/2012

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
9.0% Series A Cumulative Redeemable Preferred Stock	12/04/2012		S		3,700	D	\$ 27.41 (1) 0
9.0% Series A Cumulative Redeemable Preferred Stock	12/10/2012		P(2)		1,295	A	\$ 27.4 (2) 1,295

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Common Stock	12/07/2012	S	7,850	D	\$ 18.04 (3)	0	D
Common Stock	12/07/2012	P(4)	3,800	A	\$ 18.02 (4)	3,800	D
Common Stock	12/07/2012	P(4)	4,050	A	\$ 18.019 (4)	7,850	D

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fraser F Alexander C/O STAG INDUSTRIAL, INC. 99 HIGH STREET, 28TH FLOOR BOSTON, MA 02110	X

## Signatures

/s/ Kathryn Arnone,  
Attorney-in-Fact 12/11/2012

\_\_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).

Represents the weighted average sale price. Sale prices range from \$27.40 - \$27.41. Upon request by the Securities and Exchange

- (1) Commission, the Issuer or a shareholder of the Issuer, the reporting person will provide full information regarding the number of shares purchased at each separate price.

The reporting person acknowledges that the purchase of the 1,295 shares of 9.0% Series A Cumulative Redeemable Preferred Stock ("Preferred Stock") at a price of \$27.40 per share reported herein is matchable under Section 16 (b) of the Securities Exchange Act of

- (2) 1934, as amended, to the extent of 1,295 shares, with his sale of 3,700 shares of Preferred Stock on December 4, 2012 for a weighted average sale price of \$27.41 per share. The reporting person paid the Issuer contemporaneously with the purchase of the 1,295 shares of Preferred Stock, \$12.95, representing the full amount of profit realized in connection with the short swing transaction.

Represents the weighted average sale price. Sale prices range from \$18.02 - \$18.09. Upon request by the Securities and Exchange

- (3) Commission, the Issuer or a shareholder of the Issuer, the reporting person will provide full information regarding the number of shares purchased at each separate price.

The reporting person acknowledges that (i) the purchase of the 3,800 shares of Common Stock at a price of \$18.02 per share reported herein is matchable under Section 16 (b) of the Securities Exchange Act of 1934, as amended, to the extent of 3,800 shares, with his sale of 7,850 shares of Common Stock on December 7, 2012 for a weighted average sale price of \$18.04 per share and (ii) the purchase of the

- (4) 4,050 shares of Common Stock at a price of \$18.019 per share reported herein is matchable under Section 16 (b) of the Securities Exchange Act of 1934, as amended, to the extent of 4,050 shares, with his sale of 7,850 shares of Common Stock on December 7, 2012 for a weighted average sale price of \$18.04 per share. The reporting person paid the Issuer contemporaneously with the purchase of the 7,850 shares of Common Stock, \$139.05, representing the full amount of profit realized in connection with the short swing transaction

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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