## Edgar Filing: STAG Industrial, Inc. - Form 4

STAG Indu	strial, Inc.									
Form 4										
January 07,	2013									
FORM	<b>14</b>		GEGU						PPROVAL	
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287	
Check t	nger				Expires:	January 31,				
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								Estimated	2005 average	
Section 16. SECURITIES							burden hou	urs per		
Form 4 Form 5				1((-) - f - f		· · · F- · 1 · ·		response	. 0.5	
obligati	ong *						nge Act of 1934,			
may con See Inst 1(b).	itinue.			•	•	iy Act of 1	of 1935 or Section 940	on		
(Print or Type	Responses)									
1. Name and MARR CH	g Person <u>*</u>	2. Issuer Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
in nuc en		Symbol STAG	Industrial	Inc [ST	AGI					
		<b>A C 1 H</b> \	STAG Industrial, Inc. [STAG]				(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction				X Director	100	% Owner	
C/O STAG INDUSTRIAL, INC., 99			(Month/Day/Year) 01/03/2013				Officer (give title Other (specify			
	REET, 28TH FLO		01/02/1	-010			below)	below)		
(Street)			4. If Am	endment, D	ate Origina	1	6. Individual or Joint/Group Filing(Check Applicable Line)			
				onth/Day/Yea	-					
							_X_ Form filed by Form filed by			
BOSTON,	MA 02110						Person	where than one it	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date			3.	4. Securiti			6. Ownership	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if		TransactionAcquired (A) or Code Disposed of (D)			Securities	Form: Direct (D) or Indirect	Indirect Peroficial	
(IIIsu. 5)		any (Month/Da	ay/Year)	(Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)		Beneficially Owned	(I) of maneet	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
						(A)	Reported Transaction(s)			
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities bene	ficially own	ned directly of	or indirectly.			
					Perso inform requir	ns who res nation cont ed to respo	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securit

number.

## Edgar Filing: STAG Industrial, Inc. - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	(D)	A) or Disposed of D) Instr. 3, 4,				(Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	(2)	01/03/2013		А		2,905		(2)	<u>(2)</u>	Common Stock, par value \$0.01 per share	2,905	(2

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MARR CHRISTOPHER P C/O STAG INDUSTRIAL, INC. 99 HIGH STREET, 28TH FLOOR BOSTON, MA 02110	Х							
Signatures								
/s/ Kathryn Arnone, Attorney-in-Fact	01/							
**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).
- (1) The long-term incentive plan units ("LTIP Units") of STAG Industrial Operating Partnership, L.P. ("Operating Partnership") were granted to the reporting person on January 3, 2013 pursuant to the 2011 Equity Incentive Plan of STAG Industrial, Inc. (the "Issuer").

LTIP Units are subject to forfeiture over a five-year period. Over time, the LTIP Units can achieve full parity with the common units of limited partnership of the Operating Partnership ("OP Units") for all purposes. If such parity is reached, non-forfeitable LTIP Units may

(2) be converted into OP Units and then may be redeemed for cash equal to the then-current market value of one share of the Issuer's common stock or, at the Issuer's election, for shares of the Issuer's common stock on a one-for-one basis. LTIP Units do not have an 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.