

STAG Industrial, Inc.
Form 4
September 25, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Arnone Kathryn

(Last) (First) (Middle)

C/O STAG INDUSTRIAL,
INC., ONE FEDERAL STREET,
23RD 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)
09/23/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP and General Counsel

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

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) (A) or (D)	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		Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Secu (Instr.	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LTIP Units <u>(1)</u>	<u>(1)</u>	09/23/2014 <u>(2)</u>	A		50,855 <u>(3)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	50,855

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arnone Kathryn C/O STAG INDUSTRIAL, INC. ONE FEDERAL STREET, 23RD FLOOR BOSTON, MA 02110			EVP and General Counsel	

Signatures

/s/ Kathryn Arnone,
Attorney-in-Fact

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).

These long-term incentive plan units ("LTIP Units") of STAG Industrial Operating Partnership, L.P. ("Operating Partnership") are fully vested as of date of grant. Over time, the LTIP Units can achieve full parity with the common units of limited partnership of the

- (1) Operating Partnership ("OP Units") for all purposes. If such parity is reached, the LTIP Units may be converted into OP Units and then may be redeemed for cash equal to the then-current market value of one share of STAG Industrial, Inc. (the "Issuer") 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.

- (2) Pursuant to the terms of the Issuer's 2011 Outperformance Program (the "Program"), the LTIP Units referenced in this Form 4 were "earned" upon the achievement of performance hurdles as of September 19, 2014, subject to a determination by the Compensation Committee of the Board of Directors (the "Compensation Committee") of the Issuer that such hurdles were met. The determination that these performance hurdles were met was made by the Compensation Committee on September 23, 2014.

- (3) Represents the number of LTIP Units earned as of September 23, 2014, based upon certain performance hurdles having been met by the Issuer and the percentage of the reporting person's interest in the outperformance pool established by the Issuer under the Program.

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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