STAG Industrial, Inc. Form 4 April 01, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

King David G Issuer Symbol STAG Industrial, Inc. [STAG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O STAG INDUSTRIAL. 04/01/2015 below) EVP and Director-Real Estate

2. Issuer Name and Ticker or Trading

INC., ONE FEDERAL STREET, 23RD FLOOR

(Street)

(State)

(Zip)

1. Name and Address of Reporting Person *

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

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response...

BOSTON, MA 02110

(City)

		Table 1 1 (on Berryaare Securities Required, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acq	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/01/2015		C(1)	12,000	A	<u>(1)</u>	12,764	D	

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

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. Transactic Code (Instr. 8)	5. Number of or 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
LTIP Units	<u>(2)</u>	04/01/2015		C(1)		12,000	(2)	(2)	Common Stock. par value \$0.01 per share	12,00
Partnership Units (3)	(3)	04/01/2015		C(1)	12,000		(3)	<u>(3)</u>	Common Stock. par value \$0.01 per share	12,00
Partnership Units (3)	(3)	04/01/2015		C(1)		12,000	(3)	<u>(3)</u>	Common Stock. par value \$0.01 per share	12,00

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

King David G C/O STAG INDUSTRIAL, INC. ONE FEDERAL STREET, 23RD FLOOR BOSTON, MA 02110

EVP and Director-Real Estate

Signatures

/s/ Stephen C. Mecke, Attorney-in-Fact 04/01/2015

**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).

The reporting person converted 12,000 long-term incentive plan units ("LTIP Units") of STAG Industrial Operating Partnership, L. P. (the "Operating Partnership"), of which STAG Industrial, Inc. (the "Issuer") is the sole member of the general partner, into 12,000 common units of limited partnership of the Operating Partnership ("OP Units") and redeemed the OP Units. The LTIP Units are convertible to OP Units as they are non-forfeitable and certain conditions to parity have been satisfied. The OP Units are redeemable for cash equal to the 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. The Issuer elected to redeem the reporting person's OP Units with common stock.

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- Represents LTIP Units granted to the reporting person pursuant to the Issuer's 2011 Equity Incentive Plan, as amended. LTIP Units are subject to forfeiture over a five-year period. Over time, the LTIP Units can achieve full parity with OP Units for all purposes. If such
- (2) parity is reached, non-forfeitable LTIP Units may be converted into OP Units and then may be redeemed for cash equal to the then-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.
- Represents OP Units in the Operating Partnership. OP Units may be redeemed for cash equal to the then-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. OP 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.