Edgar Filing: STAG Industrial, Inc. - Form 4

STAG Indu Form 4									
February 24							PPROVAL		
FOR	VI 4 UNITED	STATES SI			NGE COMMISSION	OMB OMB Number:	3235-0287		
if no lo subject Section Form 4	to SIAIEN a 16. or	AENT OF C	Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Expires:January 31, 2005Estimated average burden hours per response0.5		
Form 5 obligat may co <i>See</i> Ins 1(b).	ions Section 17(a) of the Pub		ding Company	xchange Act of 1934, Act of 1935 or Section t of 1940	1			
(Print or Type	e Responses)								
1. Name and Address of Reporting Person * Fearey Peter S			2. Issuer Name and mbol		g 5. Relationship of Issuer	5. Relationship of Reporting Person(s) to Issuer			
(Least)	(First) (FAG Industrial		(Check all applicable)				
(Last) (First) (Middle)			Date of Earliest Ti Ionth/Day/Year)	ransaction	Director 10% Owner				
	G INDUSTRIAL, E FEDERAL STRI DOR		2/22/2016		X Officer (give below) EVP/Chief	title Oth below) Technology	ner (specify Officer		
(Street)			If Amendment, Da	ate Original	6. Individual or Jo	6. Individual or Joint/Group Filing(Check			
BOSTON	, MA 02110	Fil	led(Month/Day/Year	·)	Applicable Line) _X_ Form filed by C Form filed by M				
					Person				
(City)	(State)	(Zip)	Table I - Non-I		ties Acquired, Disposed of		-		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Dat any	3. te, if Transaction Code Year) (Instr. 8) Code V	(A) or	Securities F Beneficially (I) Owned (I	Ownership orm: Direct O) or Indirect) nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: R	eport on a separate line	e for each class	of securities benef	icially owned dire	ectly or indirectly.				
				information required to	o respond to the collect contained in this form a respond unless the form currently valid OMB con	are not n	SEC 1474 (9-02)		
	Tab		ve Securities Acq ts, calls, warrants		of, or Beneficially Owned tible securities)				
1. Title of Derivative		action Date 34 /Day/Year) E	A. Deemed xecution Date, if		umber 6. Date Exercisab erivative Expiration Date		tle and Amount of erlying Securities		

8. Pric

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	h/Day/Year) Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		'Year)	(Instr. 3 and 4)		Securit (Instr.			
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	(2)	02/22/2016		А		6,635		(2)	(2)	Common Stock, par value \$0.01 per share	6,635	<u>(2</u>)
Reporting Owners												

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Fearey Peter S C/O STAG INDUSTRIAL, INC. ONE FEDERAL STREET, 23RD FLOOR BOSTON, MA 02110			EVP/Chief Technology Officer				
Signatures							
/s/ Jeffrey M_Sullivan							

/s/ Jeffrey M, Sullivan, Attorney-in-Fact

02/24/2016

**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).
- (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 February 22, 2016 pursuant to the 2011 Equity Incentive Plan of STAG Industrial, Inc. (the "Issuer").

LTIP Units are subject to forfeiture over a four-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.