Furber Jeffrey D. Form 4 January 08, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.

Form 4 or Form 5 obligations may continue. See Instruction **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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * Furber Jeffrey D.

(Middle)

(Zip)

C/O STAG INDUSTRIAL. INC., ONE FEDERAL STREET, 23RD FLOOR

(First)

(Street)

BOSTON, MA 02110

(City)

2. Issuer Name and Ticker or Trading Symbol

STAG Industrial, Inc. [STAG]

3. Date of Earliest Transaction

(Month/Day/Year) 01/07/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

or

Owned Following Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Issuer

below)

X_ Director

Applicable Line)

5. Amount of

Securities

Beneficially

Officer (give title

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

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Derivative Conversion

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Pric Underlying Securities Deriva

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

1

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. | 8) | | | (Month/Day/Year) | | (Instr. 3 and 4) | | Securit (Instr. |
|---------------------|---|------------|-------------------------|-----------------|----|-------|-----|---------------------|--------------------|--|--|--------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| LTIP Units (1) | <u>(1)</u> <u>(2)</u> | 01/07/2019 | | A | | 3,828 | | (1)(2) | (2) | Common Stock, par value \$0.01 per share | 3,828 | <u>(1) (</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Furber Jeffrey D. C/O STAG INDUSTRIAL, INC. ONE FEDERAL STREET, 23RD FLOOR BOSTON, MA 02110 | X | | | | | | | |

Signatures

/s/ Jeffrey M. Sullivan, 01/08/2019 Attorney-in-Fact **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 long-term incentive plan units ("LTIP Units") of STAG Industrial Operating Partnership, L.P., a Delaware limited partnership ("Operating Partnership"), of which STAG Industrial, Inc., a Maryland corporation (the "Issuer"), is the sole member of the general partner, were granted to the reporting person on January 7, 2019 pursuant to the Issuer's 2011 Equity Incentive Plan, as amended. The LTIP Units are subject to forfeiture until January 1, 2020.
- Over time, the LTIP Units can achieve full parity with common units of limited partnership of the Operating Partnership ("OP Units") for all purposes. If such parity is reached, non-forfeitable 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 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.

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