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Georgius John												
Form 4 March 02, 2009												
EODM A									OMB APPROVAL			
<b>CONVIA</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							NOMB Number:	3235-0287				
Check this box if no longer					Expires:	Expires:January 31, 2005Estimated average burden hours per response0.5						
subject to Section 16. Form 4 or				CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden ho			
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940								·				
(Print or Type Respo	onses)											
Georgius John S			2. Issuer Name <b>and</b> Ticker or Trading Symbol Cogdell Spencer Inc. [CSA]				5. Relationship of Reporting Person(s) to Issuer					
							(Check all applicable)					
(Last)	(First) (M	Aiddle)		f Earliest Tr	ansaction		,					
4401 BARCLAY DOWNS DRIVE, SUITE 300			(Month/Day/Year) 02/26/2009			_X_ Director    10% Owner       Officer (give title     Other (specify below)						
			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
			Filed(Mor	led(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
	INC 20209						Person					
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securities A	cquired, Disposed o	of, or Beneficia	ally Owned			
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deer Execution any (Month/I				4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Cogdell Spencer Inc.				Code V	Amount	or (D) Price	(Instr. 3 and 4) 49,000	I	John R Georgius Rev Trust			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Georgius John - Form 4

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. Transac Code (Instr. 8	5. tionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	7. Title and A Underlying S (Instr. 3 and	Securities	f 8. Price Derivat Securit <u></u> (Instr. 5	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Partnership Units (1)	<u>(1)</u>					(1)	(1)	Common Stock	<u>(2)</u>		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Georgius John 4401 BARCLAY DOWNS DRIVE, SUITE 300 CHARLOTTE, NC 28209	Х					
Signatures						
/s/ Charles M. Handy, Attorney-in-fact 03/02/	/2009					

\*\*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).

Although not a derivative security, Mr. Georgius was granted 6,569 long term incentive plan units ("LTIP units") on February 26, 2009, pursuant to the Cogdell Spencer Inc. (the "Company") 2005 long-term stock incentive plan. All of the 6,569 LTIP units vested upon issuance. LTIP units may be convertible into limited partnership units ("OP units") in Cogdell Spencer LP (the "Operating Partnership") if

(1) there is an increase in the value of the Operating Partnership's assets, which revaluation will occur upon the occurrence of certain events (each a "Book-up Event"). LTIP units are convertible into OP units in the Operating Partnership on a one for one basis. OP units are redeemable for a cash amount equal to the value of OP units or, in the Company's sole and absolute discretion, exchangeable for shares of the Company's common stock based on an exchange ratio of one share of common stock for one OP unit.

Comprised of 3,135 OP units and 6,569 vested LTIP units. Some or all of the 6,569 vested LTIP units may in the future be converted into(2) OP units, thereby increasing the number of OP units owned by Mr. Georgius by the corresponding number of LTIP units converted into OP units.

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.