Edgar Filing: DCT Industrial Trust Inc. - Form 4

DCT Indus Form 4	trial Trust Inc.							
February 2	3, 2015							
FOR	ЛД						PPROVAL	
	UNITED	E COMMISSION	OMB Number:	3235-0287				
Check t if no lo subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	to or Filed put tions ntinue.	rsuant to Section (a) of the Public	Washington, D.C. 20549 Number: 323 DF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: Janu Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section a) of the Investment Company Act of 1940 Section					
(Print or Type	e Responses)							
1. Name and Address of Reporting Person <u>*</u> Ruen Michael J			bol	d Ticker or Trading Frust Inc. [DCT]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (ate of Earliest T		(Cheo	ck all applicable	e)	
518 17TH STREET, SUITE 800			nth/Day/Year) 19/2015		Director 10% Owner X_ Officer (give title Other (specify below) below) Managing Director			
(Street) 4. If Amendment, D Filed(Month/Day/Yea				-	oint/Group Filing(Check One Reporting Person Aore than One Reporting			
		(7:)			Person			
(City)	(State)	(Zip)	Table I - Non-l	Derivative Securities	Acquired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code ar) (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	SecuritiesIBeneficially()Owned()Following()ReportedTransaction(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 (D) Price				
Reminder: Re	eport on a separate line	e for each class of	securities bene	ficially owned directly	•			
				information con required to resp	spond to the collect tained in this form bond unless the for ently valid OMB cor	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	Price of (Month/Day/Year) Derivative Security		(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Inst		
				Code V	(A)	· ·	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	<u>(1)</u>	02/19/2015		А	15,310		(1)(2)	<u>(1)</u>	Common Stock	15,310	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Ruen Michael J 518 17TH STREET SUITE 800 DENVER, CO 80202			Managing Director			
Signatures						
/s/ John G. Spiegleman, Attorney-in-Fact		02/23/	/2015			

<u>**</u>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).

Represents units of limited partnership interest in DCT Industrial Operating Partnership LP ("DCTOP"), of which the Issuer is the general partner, issued as long term incentive compensation pursuant to the Issuer's equity based compensatory programs. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the

- (1) election of the holder, into a common unit of limited partnership interest in DCTOP ("Common OP Unit"). Each Common OP Unit acquired upon conversion of an LTIP Unit may be presented for redemption at the election of the holder, for cash equal to the fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common OP Unit so presented for one share of Common Stock.
- (2) The 15,310 LTIP Units vest over four years: 25% on January 1, 2016 and 25% each January 1st thereafter.

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.