DCT Industrial Trust Inc.

Form 4

February 23, 2015

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

Check this box

if no longer subject to Section 16. Form 4 or

obligations

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **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 may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* Pharris John V

> (First) (Middle)

518 17TH STREET, SUITE 800. DCT INDUSTRIAL TRUST INC.

(Street)

(State)

**DENVER, CO 80202** 

2. Issuer Name and Ticker or Trading Symbol

DCT Industrial Trust Inc. [DCT]

3. Date of Earliest Transaction

(Month/Day/Year) 02/19/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Amount of

Securities

Issuer

below)

Director

Applicable Line)

X\_ Officer (give title

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)

(Month/Day/Year)

(Zip)

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

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

or

Beneficially Owned Following Reported (A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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 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)

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Pr Underlying Securities

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Managing Director

6. Ownership

Form: Direct

(I)

(Instr. 4)

6. Individual or Joint/Group Filing(Check

below)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

(9-02)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

1. Title of Derivative Conversion

#### Edgar Filing: DCT Industrial Trust Inc. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)		Year)	(Instr. 3 and	4)	Secu (Instr
				Code V	(A) (D	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	3
LTIP Units (1)	<u>(1)</u>	02/19/2015		A	10,746	(1)(2)	<u>(1)</u>	Common Stock	10,746	\$

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pharris John V

518 17TH STREET, SUITE 800 DCT INDUSTRIAL TRUST INC. DENVER, CO 80202

**Managing Director** 

**Signatures** 

/s/ John G. Spiegleman, Attorney-in-Fact

02/23/2015

\*\*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).

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 10,746 LTIP Units vest over four years: 25% on January 1, 2016 and 25% on each January 1st thereafter.

On November 17, 2014, the Issuer effected a one-for-four reverse stock split of its Common Stock (the "Reverse Stock Split") and, concurrently with the Reverse Stock Split, DCTOP effected a corresponding one-for-four split of its outstanding units of limited partnership interest (the "Reverse Unit Split"). The number of securities beneficially owned was adjusted by dividing by four to reflect the Reverse Unit Split.

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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