

Neugent Richard
Form 4
April 02, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Neugent Richard

(Last) (First) (Middle)

4401 BARCLAY DOWNS DRIVE
SUITE 300

(Street)

CHARLOTTE, NC 28209

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Cogdell Spencer Inc. [CSA]

3. Date of Earliest Transaction
(Month/Day/Year)
04/02/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	04/02/2012		D(1)(2)	43,514 D \$ 4.25	0	D	

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

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SEC 1474
(9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership Units ⁽³⁾	⁽³⁾	04/02/2012		D ⁽¹⁾⁽³⁾			6,569	⁽³⁾	⁽³⁾	Common Stock	6,569

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Neugent Richard
4401 BARCLAY DOWNS DRIVE SUITE 300 X
CHARLOTTE, NC 28209

Signatures

/s/ Charles M. Handy,
Attorney-in-Fact 04/02/2012

 **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) On December 24, 2011, Cogdell Spencer Inc. (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Cogdell Spencer LP (the "Operating Partnership" or "OP"), Ventas, Inc., TH Merger Corp, Inc. ("MergerSub"), and TH Merger Sub, LLC ("OP MergerSub"). The Merger Agreement provides for the merger of the Company with MergerSub (the "Merger") and the merger of OP MergerSub with and into the OP (the "Partnership Merger").

(2) Pursuant to the Merger Agreement, at the effective time of the Merger, each share of the Company's common stock (the "Common Stock") automatically converted into the right to receive the per share merger consideration of \$4.25 in cash.

(3) Consists of limited partnership interests in the Operating Partnership ("OP Units"). Pursuant to the Merger Agreement, at the effective time of the Partnership Merger, each OP Unit automatically converted into the right to receive the per share merger consideration of \$4.25 in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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