Sullivan Gregory W Form 4 April 22, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Sullivan Gregory W

2. Issuer Name and Ticker or Trading Symbol

Issuer

STAG Industrial, Inc. [STIR]

(Middle) (First) (Last)

3. Date of Earliest Transaction

Director X\_ Officer (give title

10% Owner Other (specify

C/O STAG INDUSTRIAL, INC., 99

HIGH STREET, 28TH FLOOR

(Month/Day/Year) 04/20/2011

below)

below)

CFO, EVP and Treasurer

5. Relationship of Reporting Person(s) to

(Check all applicable)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

(Zip)

Filed(Month/Day/Year)

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

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

(Instr. 4)

Person

BOSTON, MA 02110

(City)

Security

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially Owned

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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(Instr. 8) (A)

Code

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

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)

1. Title of Derivative Security

Conversion or Exercise

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

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership Units (1)	<u>(1)</u>	04/20/2011		J <u>(2)</u>		3,731		04/20/2012	(3)	Common Stock, par value \$0.01 per share	3,731
LTIP Units	<u>(5)</u>	04/20/2011		A		19,666		<u>(5)</u>	(5)	Common Stock, par value \$0.01 per share	19,666

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sullivan Gregory W C/O STAG INDUSTRIAL, INC. 99 HIGH STREET, 28TH FLOOR BOSTON, MA 02110

CFO, EVP and Treasurer

# **Signatures**

/s/ Kathryn Arnone, Attorney-in-Fact

04/22/2011

\*\*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 common units of limited partnership interest ("OP Units") in STAG Industrial Operating Partnership, L.P., a Delaware limited partnership (the "Operating Partnership"). The OP Units are redeemable, beginning April 20, 2012, for cash equal to the then current-market value of one share of the common stock of STAG Industrial, Inc. (the "Issuer") or, at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.
- The OP Units were issued pursuant to contribution agreements with the Issuer and the Operating Partnership, pursuant to which the reporting person contributed its interests in certain entities that directly or indirectly owned interests in the predecessor management company, to the Operating Partnership and its subsidiaries. The value of the OP Units was \$13.00 per share as of the Transaction Date, based on the price of the common stock of the Issuer at the time of the Issuer's initial public offering.
- (3) The OP Units are vested as of the date of issuance. The OP Units have no expiration date.
- (4) The long-term incentive plan units of the Operating Partnership ("LTIP Units") were granted to the reporting person on April 20, 2011 pursuant to the Issuer's 2011 Equity Incentive Plan.

Reporting Owners 2

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LTIP Units are subject to forfeiture over a five-year period. Over time, the LTIP Units can achieve full parity with the 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 election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis. The 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.