

Corral Teresa
Form 4
December 11, 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 *
Corral Teresa

(Last) (First) (Middle)

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

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DCT Industrial Trust Inc. [DCT]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2012

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)
Executive Vice President

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 | 12/07/2012 | | J | 26,247 | A | \$ 0 | 77,470 ⁽¹⁾ | D |
| Common Stock | 12/07/2012 | | S | 26,246 | D | \$ 6.31 ⁽³⁾ | 51,224 ⁽⁴⁾ | D |
| Common Stock | | | | | | | 2,314 | I |
| | | | | | | | | The Parrott Family Trust ⁽⁵⁾ |

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

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(9-02)

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

| 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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| LTIP Units <u>(2)</u> | <u>(2)</u> | 12/07/2012 | | J | 26,247 | <u>(2)</u> <u>(2)</u> | Common Stock | 26,247 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Executive Vice President

Signatures

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

12/11/2012

__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) 26,247 of the Reporting Person's limited partnership interests ("LTIP") in DCT Industrial Operating Partnership LP ("DCTOP"), of which the Issuer is the sole general partner, were converted into common units of limited partnership interests in DCTOP ("Common OP Unit") and then were immediately converted into an equal number of shares of the Issuer's Common Stock.

(2) Represents LTIPs 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 LTIPs for federal income tax purposes, each LTIP may be converted, at the election of the holder, into a Common OP Unit. Each Common OP Unit acquired upon conversion of an LTIP 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.

(3) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the transaction ranged from \$6.31 to \$6.315. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, to provide the Issuer with the information necessary to calculate the weighted average sale price of the shares sold.

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Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

Previously, the Reporting Person filed a Form 4 which incorrectly reported the Amount of Securities Beneficially Owned Following

- (4) Reported Transaction(s) (the "Securities Owned Following Transaction"). This prior report reflected a total amount of Securities Owned Following Transaction that was 4,188 shares more than what was actually the amount of Securities Owned Following Transaction.
- (5) These shares are held by The Parrott Family Trust. The Reporting Person disclaims beneficial ownership with respect to the shares held by The Parrott Family Trust, except to the extent of her pecuniary interest therein.

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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