

Rexford Industrial Realty, Inc.
 Form 4
 July 24, 2013

FORM 4

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

OMB APPROVAL

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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 *
ZIMAN RICHARD S

2. Issuer Name and Ticker or Trading Symbol
**Rexford Industrial Realty, Inc.
 [NSYE: REXR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2013

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

**11620 WILSHIRE BOULEVARD,
 SUITE 300**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90025

(City) (State) (Zip)

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, par value \$0.01	07/24/2013		J ⁽¹⁾		2,599	A	\$ 14 2,599	I	See Footnote ⁽²⁾
Common Stock, par value \$0.01	07/24/2013		J ⁽¹⁾		51,815	A	\$ 14 54,414	D	
Common Stock, par value \$0.01	07/24/2013		P ⁽³⁾		40,690	A	\$ 14 95,104	D	
Common Stock, par value \$0.01	07/24/2013		P ⁽³⁾		2,925	A	\$ 14 98,029	I	See

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Stock, par value \$0.01								Footnote (2)	
Common Stock, par value \$0.01	07/24/2013		P ⁽⁴⁾	1,750	A	\$ 14	99,779	I	See Footnote (2)
Common Stock, par value \$0.01	07/24/2013		A ⁽⁵⁾	214,286	A	\$ 0	314,065	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Securities (Number of Shares)
Operating Partnership Units ⁽⁶⁾	<u>(7)</u>	07/24/2013		J ⁽⁸⁾	353	09/24/2014	<u>(11)</u>	Common Stock, par value \$0.01	353
Operating Partnership Units ⁽⁶⁾	<u>(7)</u>	07/24/2013		J ⁽⁸⁾	165,235	09/24/2014	<u>(11)</u>	Common Stock, par value \$0.01	165,235
Operating Partnership Units ⁽⁶⁾	<u>(7)</u>	07/24/2013		J ⁽⁸⁾	475,310	09/24/2014	<u>(11)</u>	Common Stock, par value \$0.01	475,310

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIMAN RICHARD S 11620 WILSHIRE BOULEVARD, SUITE 300			X	

