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Rexford Industrial Realty, Inc. Form 4

2015									
4							OMB A	PPROVAL	
UNITED	STATES					COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							Estimated burden hou response	urs per	
ponses)									
	Person <u>*</u>	Symbol Rexfore	d Industri		Ū.	Issuer			
(Month/I				ransaction		below)			
(Street)				-	1	Applicable Line) _X_ Form filed by	One Reporting P	Person	
25, CA 90025						Person		1 0	
(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
	Execution any	Date, if	Code (Instr. 8)	nAcquired Disposed (Instr. 3, 4	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
	STATEN Filed pur e. Section 17(on Section 17(ponses) ress of Reporting oward (First) (IRE D, SUITE 1000 (Street) ES, CA 90025 (State)	4 UNITED STATES ox STATEMENT OF Filed pursuant to S Section 17(a) of the H 30(h) ponses) ress of Reporting Person * oward (First) (Middle) IRE D, SUITE 1000 (Street) ES, CA 90025 (State) (Zip) Transaction Date onth/Day/Year) 2A. Deema	4 UNITED STATES SECUL Wa STATEMENT OF CHAN Filed pursuant to Section I section 17(a) of the Public U 30(h) of the In ponses) ress of Reporting Person [*] 2. Issue oward Symbol Rexfore [REXR (First) (Middle) 3. Date of (Month/I IRE 12/15/2 O, SUITE 1000 (Street) 4. If Am Filed(Month/I IRE) 12/15/2 (State) (Zip) Tab	4 UNITED STATES SECURITIES A Washington STATEMENT OF CHANGES IN SECUR Filed pursuant to Section 16(a) of the section 17(a) of the Public Utility Hol 30(h) of the Investment 10 (REXR] ponses) ress of Reporting Person 1 oward Symbol Rexford Industri [REXR] (First) (Middle) A Date of Earliest T (Month/Day/Year) (Street) (Street) (Zip) Table I - Non-J Fransaction Date A. Deemed (State) (Zip) Table I - Non-J Fransaction Date A. Deemed (Month/Day/Year) (Zip) Table I - Non-J Fransaction Date (Month/Day/Year)	4 UNITED STATES SECURITIES AND EXAMPLATION SECURITIES AND EXAMPLATION OF CHANGES IN BENEF SECURITIES ox STATEMENT OF CHANGES IN BENEF SECURITIES Filed pursuant to Section 16(a) of the Securit Section 17(a) of the Public Utility Holding Correst of Section 17(a) of the Public Utility Holding Correst of Reporting Person ¹ 2. Issuer Name and Ticker or Symbol Rexford Industrial Realty [REXR] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) IRE 12/15/2015 O, SUITE 1000 (Street) 4. If Amendment, Date Origina Filed(Month/Day/Year) ES, CA 90025 (Zip) Table I - Non-Derivative Transaction Date 2A. Deemed 3. 4. Securit onth/Day/Year)	4 UNITED STATES SECURITIES AND EXCHANGES Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OV SECURITIES Filed pursuant to Section 16(a) of the Securities Exchance. Section 17(a) of the Public Utility Holding Company Act of 1 on 30(h) of the Public Utility Holding Company Act of 1 ponses) ress of Reporting Person [*] oward Symbol Rexford Industrial Realty, Inc. [REXR] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) IRE 12/15/2015 O, SUITE 1000 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) S, CA 90025 (State) 3. 4. Securities Ode Disposed of (D) (Month/Day/Year) Table I - Non-Derivative Securities A Transaction Date 2A. Deemed 3. 4. Securities onth/Day/Year) Execution Date, if TransactionAcquired (A) or any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or (A) (A) <td>4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 ox STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, e. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section on 30(h) of the Investment Company Act of 1940 ponses) 5. Relationship Symbol ress of Reporting Person⁺ 2. Issuer Name and Ticker or Trading Symbol 5. Relationship Issuer (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) </td> <td>4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB A OMB Number: Express ox STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Express 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 on 30(h) of the Investment Company Act of 1935 or Section on 30(h) of the Investment Company Act of 1940 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, section 17(a) of the Public Utility Holding Company Act of 1940 ponses) Expression (a) (b) of the Investment Company Act of 1940 ponses) State of Earliest Transaction (Month/Day/Year) State of Earliest Transaction (Month/Day/Year) Check all applicable below) IRE 12/15/2015 Co-CEO, Co-Preside Porm filed by More Reporting PF SS, CA 90025 State 1 - Non-Derivative Securities Acquired, Disposed of or Beneficial Applicable Line) -X Form filed by One Reporting PF SS, CA 90025 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) Person State of Color Disposed of (D) Beneficially (D) or Indirect (Month/Day/Year) State of Color Disposed of (D) Beneficially (D) or Indirect (Month/Day/Year) State of Color Disposed of (D) Beneficially (D) or Indirect (Month/Day/Year) State of Color Disposed of (D) Beneficially (D) or Indirect (Month/Day/Year)</td>	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 ox STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, e. 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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 (9-02) 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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorDerivative	Expiration Date	Underlying Securities	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 3	8)	Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of			4)	Secu (Inst	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1) (2)	<u>(1)</u> (2)	12/15/2015		A		62,894		(1)(2)	(1)(2)	Common Stock, par value \$0.01	62,894	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Schwimmer Howard 11620 WILSHIRE BOULEVARD SUITE 1000 LOS ANGELES, CA 90025	Х		Co-CEO, Co-President					
Signatures								
/s/ Howard								

Schwimmer 12/17/2015 **Signature of Reporting Date Person

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).

LTIP Units are a class of limited partnership units in Rexford Industrial Realty, L.P. (the "Operating Partnership"). Initially, the LTIP Units do not have full parity with common limited partnership units of the Operating Partnership ("OP Units") with respect to liquidating distributions. However, upon the occurrence of certain events described in the Operating Partnership's partnership agreement, the LTIP

(1) Units can over time achieve full parity with the OP Units for all purposes. If such parity is reached, vested LTIP Units may be converted into an equal number of OP Units on a one for one basis at any time at the request of the Reporting Person or the general partner of the Operating Partnership. OP Units are redeemable by the holder for an equivalent number of shares of the Issuer's common stock or for the cash value of such shares, at the Issuer's election.

(Continued from Footnote 1) The LTIP Units issued pursuant to the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Incentive Award Plan will vest 25% in equal installments on December 15 of 2016, 2017, 2018 and 2019, subject to earlier vesting

(2) Lors include rational vertex 25 % in equal installions on December 15 of 2017, 2019 and 2017, subject to carrier vesting upon certain terminations of the Reporting Person's employment or a change of control of the Issuer, in each case as described in the award agreement.

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.