

Butcher Benjamin S
 Form 4
 September 11, 2012

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 *
 Butcher Benjamin S

(Last) (First) (Middle)
 C/O STAG INDUSTRIAL, INC., 99
 HIGH STREET, 28TH FLOOR
 (Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 STAG Industrial, Inc. [STAG]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/10/2012

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)
 Chairman, CEO and 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title
			Code	V				
Partnership Units ⁽¹⁾	<u>(1)</u>	09/10/2012	J ⁽²⁾		266,800	04/20/2012 ⁽³⁾	⁽³⁾	Common Stock, par value \$0.01 per share
Partnership Units ⁽¹⁾	<u>(1)</u>	09/10/2012	J ⁽⁶⁾		79,242	04/20/2012 ⁽³⁾	⁽³⁾	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Butcher Benjamin S C/O STAG INDUSTRIAL, INC. 99 HIGH STREET, 28TH FLOOR BOSTON, MA 02110	X		Chairman, CEO and President	

Signatures

/s/ Kathryn Arnone,
Attorney-in-Fact

09/11/2012

__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) This represents common units of limited partnership interests ("OP Units") in STAG Industrial Operating Partnership, L.P.; a Delaware limited partnership ("Operating Partnership"). Beginning April 20, 2012 the OP Units are deemable for cash equal to the then current market value of one share of STAG Industrial, Inc. (the "Issuer") stock or, at the election of the Issuer, for the shares of the Issuer's common stock on a one-for-one basis.

(2) The reporting person distributed certain of the OP Units that had been attributed to the reporting person solely in his role as the controlling member of the STAG Investments IV, LLC, one of the Contributors to the Issuer as part of the Issuer's formation transactions. The OP Unit noted have been distributed to the members of the STAG Investments IV, LLC who are unrelated parties to the Issuer and the reporting person.

(3) The OP Units are vested as of the date of issuance, April 20, 2012, and have no expiration date.

(4) The OP Units were distributed in accordance with the membership interest percentage owned by the members of the STAG Investments IV, LLC and STAG GI Investments, LLC, irrespective of the price of Issuer's stock.

(5) This amount includes (a) 230769 OP Units held directly by STAG Investments III, LLC, for which the reporting person is the controlling member, (b) 5,252 OP Units held directly by STAG III Employees, LLC, for which an affiliate of the reporting person is the manager, and (c) 6,615 OP Units held directly by Net Lease Aggregation Funds, LLC and BSB STAG III, LLC, for which the reporting person is the managing member. The reporting person disclaims any beneficial ownership of such OP Units except to the extent of his pecuniary

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interest.

- (6) The OP Units were issued to the reporting person as a distribution from STAG Investments IV, LLC and STAG GI Investments, LLC, contributors to the Issuer's formation transactions.

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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