STAG Industrial, Inc.
Form 4
January 06, 2014

FORM 4
Check this box
if no longer
subject to
Section 16. $\quad$ STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL
OMB
Number:
3235-0287
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Form 5 obligations may continue. See Instruction 1(b).

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 *Sullivan Gregory W |  |  | 2. Issuer Name and Ticker or Trading Symbol |
| :---: | :---: | :---: | :---: |
|  |  |  | STAG Industrial, Inc. [STAG] |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) |
| C/O STAG INDUSTRIAL, INC., 99 HIGH STREET, 28TH FLOOR |  |  | 01/02/2014 |
|  |  |  |  |
| (Street) |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year) |

BOSTON, MA 02110
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned


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
required to respond unless the form displays a currently valid OMB control number.
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

|  | Director | 10\% |
| :---: | :---: | :---: |
| _X__ Officer (give title below) |  | Other |
|  |  | below) |
|  | FFO, EVP | and Treasure |

6. Individual or Joint/Group Filing(Check

Applicable Line)
_X_Form filed by One Reporting Person __ Form filed by More than One Reporting Person
(9-02)
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 | TransactiorDerivative | Expiration Date | Underlying Securities | Deri |  |
| Security | or Exercise |  | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) | Secu |


| (Instr. 3) | Price of Derivative Security |  | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code V | (A) (D) | Date <br> Exercisable | Expiration Date | Title | Amount <br> or <br> Number <br> of Shares |
| LTIP <br> Units ${ }^{(1)}$ | (2) | 01/02/2014 |  | A | 30,326 | (2) | (2) | Common Stock, par value $\$ 0.01$ per share | 30,326 |

## Reporting Owners

Relationships
Director $10 \%$ Owner Officer Other

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

## Signatures

/s/ Kathryn Arnone,
Attorney-in-Fact

CFO, EVP and Treasurer
**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. $78 \mathrm{ff}(\mathrm{a})$.
(1) The long-term incentive plan units ("LTIP Units") of STAG Industrial Operating Partnership, L.P. ("Operating Partnership") were granted to the reporting person on January 2, 2014 pursuant to the 2011 Equity Incentive Plan of STAG Industrial, Inc. (the "Issuer").

LTIP Units are subject to forfeiture over a five-year period. Over time, the LTIP Units can achieve full parity with the common units of limited partnership of the Operating Partnership ("OP Units") for all purposes. If such parity is reached, non-forfeitable LTIP Units may
(2) 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 Issuer's election, for shares of the Issuer's common stock on a one-for-one basis. 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.

