

STAG Industrial, Inc.  
Form 4  
August 13, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
King David G

(Last) (First) (Middle)

C/O STAG INDUSTRIAL,  
INC., ONE FEDERAL STREET,  
23RD 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)  
08/13/2014

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)  
EVP and Director-Real Estate

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  | (D)  | Price                             |
| Common Stock                    | 08/13/2014                           |  | C <sup>(1)</sup>               |   | 12,000  | A  | 12,764                            |
|                                 |                                      |  |                                |   |   | D  |                                   |

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)**

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| 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 or Number of Shares                              |
| LTIP Units <sup>(2)</sup>                  | <sup>(2)</sup>   | 08/13/2014                           |  | C <sup>(1)</sup>               | 12,000  | <sup>(2)</sup> <sup>(2)</sup>                            | Common Stock, par value \$0.01 per share 12,000               |
| Partnership Units <sup>(3)</sup>           | <sup>(3)</sup>   | 08/13/2014                           |  | C <sup>(1)</sup>               | 12,000  | <sup>(3)</sup> <sup>(3)</sup>                            | Common Stock, par value \$0.01 per share 12,000               |
| Partnership Units <sup>(3)</sup>           | <sup>(3)</sup>   | 08/13/2014                           |  | C <sup>(1)</sup>               | 12,000  | <sup>(3)</sup> <sup>(3)</sup>                            | Common Stock, par value \$0.01 per share 12,000               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| King David G<br>C/O STAG INDUSTRIAL, INC.<br>ONE FEDERAL STREET, 23RD FLOOR<br>BOSTON, MA 02110 |               |           | EVP and Director-Real Estate |       |

## Signatures

/s/ Kathryn Arnone,  
Attorney-in-Fact  
  
08/13/2014  
  
\*\*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) The reporting person converted 12,000 long-term incentive plan units ("LTIP Units") of STAG Industrial Operating Partnership, L.P. (the "Operating Partnership"), of which STAG Industrial, Inc. (the "Issuer") is the sole member of the general partner, into 12,000 common units of limited partnership of the Operating Partnership ("OP Units") and redeemed the OP Units. The LTIP Units are convertible to OP Units as they are non-forfeitable and certain conditions to parity have been satisfied. The OP Units are redeemable for cash equal to the 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. The Issuer elected to redeem the reporting person's OP Units with common stock.

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Represents LTIP Units granted to the reporting person pursuant to the Issuer's 2011 Equity Incentive Plan, as amended. LTIP Units are subject to forfeiture over a five-year period. Over time, the LTIP Units can achieve full parity with OP Units for all purposes. If such

(2) parity is reached, non-forfeitable LTIP Units may be converted into OP Units and then may be redeemed for cash equal to the then-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.

Represents OP Units in the Operating Partnership. OP Units may be redeemed for cash equal to the then-market value of one share of the

(3) Issuer's common stock or, at the Issuer's election, for shares of the Issuer's common stock on a one-for-one basis. OP 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.

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