

STAG Industrial, Inc.  
Form 4  
January 14, 2015

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**COLBERT VIRGIS**

(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)  
**01/12/2015**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | 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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction<br>of Derivative | 5. Number | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities | 8. Price<br>of Derivative |
|---------------------------|---------------|-----------------------------------------|----------------------------------|---------------------------------|-----------|--------------------------------------------|-------------------------------------------------|---------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|---------------------------------|-----------|--------------------------------------------|-------------------------------------------------|---------------------------|

# Edgar Filing: STAG Industrial, Inc. - Form 4

| Security<br>(Instr. 3)   | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Securiti<br>(Instr. 3) |                    |                                                      |                                        |
|--------------------------|---------------------------------------------------|-------------------------|--------------------|-----------------------------------------------------------------------------------|------------------|------------------|------------------------|--------------------|------------------------------------------------------|----------------------------------------|
|                          |                                                   |                         | Code               | V                                                                                 | (A)              | (D)              | Date<br>Exercisable    | Expiration<br>Date | Title                                                | Amount<br>or<br>Number<br>of<br>Shares |
| LTIP<br>Units <u>(1)</u> | <u>(2)</u>                                        | 01/12/2015              | A                  |                                                                                   | 2,660            | <u>(2)</u>       | <u>(2)</u>             |                    | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 2,660                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships                    |
|---------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                   | Director 10% Owner Officer Other |
| COLBERT VIRGIS<br>C/O STAG INDUSTRIAL, INC.<br>ONE FEDERAL STREET, 23RD FLOOR<br>BOSTON, MA 02110 | X                                |

## Signatures

/s/ Alan H. Simmons,  
Attorney-in-Fact 01/14/2015

\_\_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 long-term incentive plan units ("LTIP Units") of STAG Industrial Operating Partnership, L.P. ("Operating Partnership") were granted to the reporting person on January 12, 2015 pursuant to the 2011 Equity Incentive Plan of STAG Industrial, Inc. (the "Issuer").

LTIP Units are subject to forfeiture until the first anniversary of the grant date. 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

- (2) LTIP Units may 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.

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