

STAG Industrial, Inc.
Form 4
June 11, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Mecke Stephen C

(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)
06/09/2015

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)
COO and EVP

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 06/09/2015 | | C(1) | 8,000 A 11 | 10,000 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: STAG Industrial, Inc. - Form 4

| 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) | Amount or Number of Shares | |
|---|---|---|---|---|---|--|---|--|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| LTIP Units <u>(2)</u> | <u>(2)</u> | 06/09/2015 | | C <u>(1)</u> | 8,000 | <u>(2)</u> | <u>(2)</u> | Common Stock, par value \$0.01 per share | 8,000 |
| Partnership Units <u>(3)</u> | <u>(3)</u> | 06/09/2015 | | C <u>(1)</u> | 8,000 | <u>(3)</u> | <u>(3)</u> | Common Stock, par value \$0.01 per share | 8,000 |
| Partnership Units <u>(3)</u> | <u>(3)</u> | 06/09/2015 | | C <u>(1)</u> | 8,000 | <u>(3)</u> | <u>(3)</u> | Common Stock, par value \$0.01 per share | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mecke Stephen C C/O STAG INDUSTRIAL, INC. ONE FEDERAL STREET, 23RD FLOOR BOSTON, MA 02110 | | | COO and EVP | |

Signatures

/s/ Jeffrey M. Sullivan,
Attorney-in-Fact

06/11/2015

__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 reporting person converted 8,000 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 8,000 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

Edgar Filing: STAG Industrial, Inc. - Form 4

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.

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.

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.