

GATES JOHN S JR

Form 4

August 22, 2018

**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 \*  
GATES JOHN S JR

(Last) (First) (Middle)

DCT INDUSTRIAL TRUST  
INC., 555 17TH STREET, SUITE  
3700

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
DCT Industrial Trust Inc. [DCT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/22/2018

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/22/2018		D	4,528	D <u>(1)</u> 0	D	
Common Stock	08/22/2018		D	17,268	D <u>(1)</u> 0	I	See Footnote (2)
Common Stock	08/22/2018		D	12,500	D <u>(1)</u> 0	I	See Footnote (3)

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 (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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GATES JOHN S JR DCT INDUSTRIAL TRUST INC. 555 17TH STREET, SUITE 3700 DENVER, CO 80202	X

## Signatures

/s/ John G. Spiegleman,  
Attorney-in-Fact 08/22/2018

\_\_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) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 29, 2018, by and among Prologis, Inc., Prologis, L.P., DCT Industrial Trust Inc. ("DCT") and DCT Industrial Operating Partnership LP, on August 22, 2018, DCT merged with and into Prologis, Inc., with Prologis, Inc. surviving the merger. Pursuant to the Merger Agreement, each outstanding share of common stock, par value \$0.01 per share, of DCT ("DCT Common Stock") and phantom share of DCT, as applicable, held by the reporting person was automatically converted into the right to receive 1.02 shares of common stock, par value \$0.01 per share, of Prologis, Inc. ("Prologis Common Stock"), subject to any withholding required under applicable tax law, plus cash in lieu of any fractional shares of Prologis Common Stock. On August 21, 2018, the closing price of DCT Common Stock was \$66.28 per share and the closing price of Prologis Common Stock was \$65.75 per share.
- (2) The shares of DCT Common Stock were owned by the John S. Gates, Jr. Trust.

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(3) The shares of DCT Common Stock were owned by the Gates Charitable Trust.

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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