STAG Industrial, Inc. Form 4 December 13, 2013

Form 4 or

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16.

SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Butcher Benjamin S

2. Issuer Name and Ticker or Trading Symbol

STAG Industrial, Inc. [STAG]

(Middle) (First) (Last) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 12/12/2013

C/O STAG INDUSTRIAL, INC., 99 HIGH STREET, 28TH FLOOR

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X Director 10% Owner X_ Officer (give title Other (specify

below)

Chairman, CEO and President

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BOSTON, MA 02110

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or (Month/Day/Year) Owned Indirect (I) (Instr. 8) Following (Instr. 4) Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Common 12/12/2013 P 1.000 96,242 D 19.47 Stock

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

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

Beneficial

Ownership

(Instr. 4)

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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. Transac Code (Instr. 8	5. tionNumber of Derivative Securitie Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Partnership Units (1)	(2)					(2)	(2)	Common Stock, par value \$0.01 per share	15,935 (3)	

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
Butcher Benjamin S C/O STAG INDUSTRIAL, INC. 99 HIGH STREET, 28TH FLOOR BOSTON, MA 02110	X		Chairman, CEO and President				

Signatures

/s/ Kathryn Arnone, 12/13/2013 Attorney-in-Fact

**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).
- This represents common units of limited partnership interests ("OP Units") in STAG Industrial Operating Partnership, L.P., a Delaware limited partnership ("Operating Partnership"). Beginning April 20, 2012, the OP Units are redeemable for cash equal to the current market value of one share of STAG Industrial, Inc. (the "Issuer") common stock or, at the election of the Issuer, for the shares of the Issuer's common stock on a one-for-one basis.
- (2) The OP Units are vested as of the date of issuance, April 20, 2012, and have no expiration date.
- The reporting person took direct ownership by assignment of the 6,615 OP Units held directly by Net Lease Aggregation Funds, LLC and BSB STAG III, LLC, for which the reporting person is the managing member.

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.

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