STAG Industrial, Inc. Form 4 September 25, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Crooker William R

(Zip)

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) (Last)

STAG Industrial, Inc. [STAG]

(Check all applicable)

C/O STAG INDUSTRIAL,

INC., ONE FEDERAL STREET, 23RD FLOOR

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 06/05/2014

Filed(Month/Day/Year)

Symbol

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

below) Chief Accounting Officer

4. If Amendment, Date Original

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

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

BOSTON, MA 02110

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned **Following**

6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

Reported

Transaction(s)

Code V Amount (D) Price

(A)

(Instr. 3 and 4)

Common 06/05/2014 Stock

S 1,680 D

31,970 24.616

D

(Instr. 4)

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed or (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. Pri Deriv Secu (Instr
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	(1)	09/03/2014(2)		A	18,492 (3)	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	18,492	\$ (

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Crooker William R C/O STAG INDUSTRIAL, INC. ONE FEDERAL STREET, 23RD FLOOR BOSTON, MA 02110

Chief Accounting Officer

Signatures

/s/ Kathryn Arnone, Attorney-in -Fact

09/25/2014

**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).

These are long-term incentive plan units ("LTIP Units") of STAG Industrial Operating Partnership, L.P. ("Operating Partnership") are fully vested as of date of grant. Over time, the LTIP Units can achieve full parity with the common units of limited partnership of the

- (1) Operating Partnership ("OP Units") for all purposes. If such parity is reached, the 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 STAG Industrial, Inc. (the "Issuer") 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.
 - Pursuant to the terms of the Issuer's 2011 Outperformance Program (the "Program"), which was established pursuant to the Issuer's 2011 Equity Incentive Plan, as amended, the LTIP Units referenced in this Form 4 were "earned" upon the achievement of performance hurdles
- (2) as of September 19, 2014, subject to a determination by the Compensation Committee of the Issuer's Board of Directors (the "Compensation Committee") of the Issuer that such hurdles were met. The determination that these performance hurdles were met was made by the Compensation Committee on September 23, 2014.
- (3) Represents the number of LTIP Units earned as of September 23, 2014, based upon certain performance hurdles having been met by the Issuer and the percentage of the reporting person's interest in the outperformance pool established by the Issuer under the Program.

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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