### Edgar Filing: CENTERPOINT PROPERTIES TRUST - Form 4

#### CENTERPOINT PROPERTIES TRUST

Form 4 March 10, 2006

### FORM 4

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

Number:

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**OMB APPROVAL** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

obligations may continue. See Instruction

Check this box

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

STALEY JOHN C

2. Issuer Name and Ticker or Trading

Symbol

CENTERPOINT PROPERTIES

TRUST [CNT]

Director 10% Owner

5. Relationship of Reporting Person(s) to

\_X\_ Other (specify Officer (give title below)

Trustee

(Check all applicable)

SEARS TOWER, SUITE 1600, 233

(First)

(Middle)

(Zip)

SOUTH WACKER DRIVE

4. If Amendment, Date Original

3. Date of Earliest Transaction

(Month/Day/Year)

03/08/2006

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Issuer

below)

(Street)

(State)

Filed(Month/Day/Year)

CHICAGO, IL 60606

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

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

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

5. Amount of Securities Beneficially (D) or Owned (Instr. 4) Following

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

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common

Stock, par

value

03/08/2006

D 3,698 D \$ 50 0 D

\$0.001 per share

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

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SEC 1474 (9-02)

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 35.2569 (1)	03/08/2006		D	35,416	06/18/2012(2)	05/16/2015(3)	Common

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STALEY JOHN C SEARS TOWER, SUITE 1600 233 SOUTH WACKER DRIVE CHICAGO, IL 60606

Trustee

## **Signatures**

/s/ Rockford O Kottka for John C Staley

03/08/2006

\*\*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) Weighted average exercise price of outstanding options
- (2) All options are exercisable on this date or before.
- (3) All options expire between 05/16/2013 and 05/16/2015.

The acquisition of CenterPoint Properties Trust by CalEast Solstice, LLC on March 8, 2006 accelerated vesting of outstanding options.

(4) All of the reporting person's options were cancelled in exchange for a cash payment of \$521,991.08 (representing an amount equal to the number of shares subject to each option multiplied by the difference between (x) the per share merger consideration of \$50.00 and (y) the exercise price of such option).

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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