

King David G  
Form 4  
September 11, 2012

**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  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
King David G

(Last) (First) (Middle)

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

09/10/2012

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP and Director-Real Estate

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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  
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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

## Edgar Filing: King David G - Form 4

| (Instr. 3)                      | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)   | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |       |     |                       |                    |                                                      |                                        |  |  |
|---------------------------------|------------------------------------|------------------|--------------|---------------------------------------------------------------------|-------|-----|-----------------------|--------------------|------------------------------------------------------|----------------------------------------|--|--|
|                                 |                                    |                  | Code         | V                                                                   | (A)   | (D) | Date Exercisable      | Expiration<br>Date | Title                                                | Amount<br>or<br>Number<br>of<br>Shares |  |  |
| Partnership<br>Units <u>(1)</u> | <u>(1)</u>                         | 09/10/2012       | J <u>(2)</u> |                                                                     | 5,992 |     | 04/20/2012 <u>(3)</u> | <u>(3)</u>         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 5,992                                  |  |  |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships                    |
|---------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                             | Director 10% Owner Officer Other |
| King David G<br>C/O STAG INDUSTRIAL, INC.<br>99 HIGH STREET, 28TH FLOOR<br>BOSTON, MA 02110 | EVP and Director-Real Estate     |

## Signatures

/s/ Kathryn Arnone,  
Attorney-in-Fact

09/11/2012

                    \*\*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) 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 deemed for cash equal to the then current market value of one share of STAG Industrial, Inc. (the "Issuer") 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 were issued to the reporting person as a distribution from STAG Investments IV, LLC and STAG GI Investments, LLC, contributors to the Issuer's formation transactions.
- (3) The OP Units are vested as of the date of issuance, April 20, 2012, and have no expiration date.
- (4) The OP Units were distributed in accordance with the membership interest percentage owned by the members of the STAG Investments IV, LLC, and STAG GI Investments, LLC, irrespective of the price of Issuer's stock.

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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