Edgar Filing: DCT Industrial Trust Inc. - Form 4

DCT Industrial T	rust Inc.									
Form 4										
June 17, 2008										
FORM 4			GEGU						PPROVAL	
	UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549					COMMISSIO	OMB Number:	3235-0287		
Check this box								Expires:	January 31,	
if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OV SECURITIES					WNERSHIP OF	Estimated burden hou				
Form 4 or								response	•	
Form 5 obligations may continue. See Instruction 1(b).	Section 17(a) of the I	Public U	tility Hol	lding Con		nge Act of 1934, of 1935 or Sectio 940	on		
(Print or Type Respon	nses)									
1. Name and Address of Reporting Person <u>*</u> WATTLES THOMAS G			2. Issuer Name and Ticker or Trading Symbol DCT Industrial Trust Inc. [DCT]			5. Relationship of Reporting Person(s) to Issuer				
_							(Che	eck all applicabl	e)	
(Last) (First) (Middle) 518 17TH STREET, SUITE 1700		3. Date of Earliest Transaction (Month/Day/Year) 06/06/2008			X Director 10% Owner X Officer (give title Other (specify below) below) Chairman					
(Street)			4. If Amendment, Date Original			1	6. Individual or Joint/Group Filing(Check			
DENVER, CO 8	DENVER, CO 80202			onth/Day/Yea	ur)		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip)								
(eny) (State)	(21)	Tab	le I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4)			
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	ficially own	ned directly	or indirectly.			
					infor n requir	nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative Securities	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Acquired (A) or	(Month/Day/Year)	(Instr. 3 and 4)

Edgar Filing: DCT Industrial Trust Inc. - Form 4

(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Disposed of (Instr. 3, 4,	· /				
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Common Units	<u>(1)</u>	06/13/2008		P <u>(4)</u>	154,641		<u>(1)</u>	<u>(1)</u>	Common Stock	1:
Put Option (obligation to buy)	\$ 9 <u>(2)</u>	06/06/2008		S		644,444 (<u>3)</u>	06/06/2008	(2)	Common Stock	64
Put Option (obligation to buy)	\$ 9 <u>(2)</u>	06/13/2008		E <u>(4)</u>	166,667 <u>(4)</u>		06/06/2008	<u>(2)</u>	Common Stock	16

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WATTLES THOMAS G 518 17TH STREET SUITE 1700 DENVER, CO 80202	X		Chairman			
Signatures						

/s/ Stephen K. Schutte, Attorney-in-Fact	06/17/2008		
**Signature of Reporting Person	Date		

**Signature of Reporting Person

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).

Represents common units ("Common Units") of limited partnership interest in DCT Industrial Operating Partnership LP, of which the Issuer is the general partner. Each Common Unit may be presented for redemption at the election of the holder at any time, for cash equal

(1)to the fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock. There is no stated expiration date for this redemption right.

TGW Investors LLC is a party to a Transaction Agreement dated as of June 6, 2008 (the "Transaction Agreement") pursuant to which TGW Investors LLC agreed to sell equity interests in a number of private entities to third-party purchasers in exchange for, at the purchasers' option, \$5.8 million in cash or Common Units with a value of \$5.8 million. The Common Units are to be valued based on the market price of the Issuer's Common Stock, subject to a minimum value of \$9.00 per unit and an agreed upon maximum value per unit.

- (2) The put option contained in the Transaction Agreement may be terminated by TGW Investors LLC if it has not been exercised by December 16, 2008. Each Common Unit may be presented for redemption at the election of the holder, for cash equal to the fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock.
- Represents the number of Common Units subject to the put option contained in the Transaction Agreement based on the minimum value (3) of \$9.00 per unit.
- (4) Represents the exercise of a portion of the put option contained in the Transaction Agreement pursuant to which third parties put Common Units to TGW Investors LLC in exchange for equity interests in private entities having an estimated value of \$1,500,000.

Edgar Filing: DCT Industrial Trust Inc. - Form 4

Because the Common Units were valued at a price per unit above \$9.00 (the minimum value agreed to in the Transaction Agreement), this transaction is reported as the expiration of a portion of the \$9.00 per unit fixed-rate put option contained in the Transaction Agreement and a private acquisition of the Common Units actually put to TGW Investors LLC. The portion of the put option that is deemed to have expired is a put option for 166,667 Common Units, which is equal to \$1,500,000 divided by the \$9.00 per unit minimum value contained in the put option.

(5) Represents the remaining number of Common Units subject to the put option contained in the Transaction Agreement based on the minimum value of \$9.00 per unit.

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.