#### Edgar Filing: DCT Industrial Trust Inc. - Form 4

DCT Industrial Trust Inc. Form 4 November 06, 2008

#### OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Cochran James D Issuer Symbol DCT Industrial Trust Inc. [DCT] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_\_Officer (give title Other (specify 518 17TH STREET, SUITE 800 11/04/2008 below) below) President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **DENVER, CO 80202** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 11/04/2008 C<sup>(3)</sup> 4,179 A <u>(2)</u> 48,460 D Stock

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.

 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. Transactic Code (Instr. 8)	5. Number 6. Date Exercisable a boof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 6. Date Exercisable a Expiration Date (Month/Day/Year) 6. Date Exercisable a (Month/Day/Year) 6. Date Exercisable a (Month/Day/Year) (Month/D		Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. H Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Operating Partnership Units (1)	(2)	11/04/2008		C <u>(3)</u>	4,179	(2)	(2)	Common Stock	4,179	

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Cochran James D 518 17TH STREET SUITE 800 DENVER, CO 80202			President				
Signatures							
Stephen K. Schutte, Attorney-in-Fact		11/06/2008					
**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) The Units of limited partnership interest ("Units") are issued by DCT Industrial Operating Partnership LP, the operating partnership of the Issuer (the "Partnership"), for which the Issuer is the sole general partner of the Partnership.
- (2) Provided that the Units have been outstanding for at least one year, the Units are redeemable for an equal number of shares of the Issuer's Common Stock, or at the election of the Issuer, cash equal to the fair market value of such shares. The Units have no expiration date.

Distribution of 4,179 shares of the Issuer's Common Stock from Dividend Capital Advisors Group LLC ("DCAG") in exchange for partial pro rata redemption of the Reporting Person's interest in DCAG. Prior to the distribution by DCAG, the 4,179 shares of Issuer's

- (3) Common Stock were issued to DCAG in exchange for an equal number of Units owned by DCAG. The Units are redeemable for an equal number of shares of the Issuer's Common Stock or at the election of the Issuer, cash equal to the fair market value of such shares. The Issuer elected to redeem the Units with the Issuer's Common Stock.
- (4) The Units are owned by DCAG. The Units reported above may be attributed to the Reporting Person based upon his cash flow interest in DCAG.

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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