Mechem Daryl H Form 4 February 12, 2009

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.

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Mechem Daryl H

(First)

(Middle)

518 17TH STREET, SUITE 800

(Street)

DENVER, CO 80202

2. Issuer Name and Ticker or Trading Symbol

DCT Industrial Trust Inc. [DCT]

3. Date of Earliest Transaction

(Month/Day/Year) 02/10/2009

3.

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

(Check all applicable)

5. Relationship of Reporting Person(s) to

Director 10% Owner

X_ Officer (give title Other (specify below) below)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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response...

Estimated average

burden hours per

Managing Director, Operations 6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

5. Amount of

Issuer

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

4. Securities

Beneficially Owned Following Reported

Securities

Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4) (Instr. 4)

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

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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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Y	Year) (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code V	(A)	(D) Dat Exe		Expiration Date		Amount or Number of Shares
Stock Options	\$ 3.41	02/10/2009	A	140,000		<u>(1)</u>	02/10/2019	Common Stock	140,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mechem Daryl H 518 17TH STREET SUITE 800 DENVER, CO 80202

Managing Director, Operations

Signatures

Stephen K. Schutte, Attorney-in-Fact 02/12/2009

**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).
- The Stock Options (the "Options") were granted under the Issuer's 2006 Long-Term Incentive Plan. The Options vest over four years: 25% on January 1, 2010, and 25% on each January 1 of the following three years.

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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