

STAG Industrial, Inc.  
Form 4  
September 25, 2014

**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  
Expires: January 31,  
2015  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Butcher Benjamin S

(Last) (First) (Middle)

C/O STAG INDUSTRIAL,  
INC., ONE FEDERAL STREET,  
23RD 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)  
09/23/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
Chairman, CEO and President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (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  
required to respond unless the form  
displays a currently valid OMB control  
number.**

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
---------------------------	---------------	---	----------------------------------	----------------	----------------------------	--	---	----------

# Edgar Filing: STAG Industrial, Inc. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Secu (Instr		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units <u>(1)</u>	<u>(1)</u>	09/23/2014 <u>(2)</u>	A		92,464 <u>(3)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	92,464	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Butcher Benjamin S C/O STAG INDUSTRIAL, INC. ONE FEDERAL STREET, 23RD FLOOR BOSTON, MA 02110	X		Chairman, CEO and President	

## Signatures

/s/ Kathryn Arnone,  
Attorney-in-Fact

09/25/2014

                    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).

These are long-term incentive plan units ("LTIP Units") of STAG Industrial Operating Partnership, L.P. ("Operating Partnership") are fully vested as of date of grant. Over time, the LTIP Units can achieve full parity with the common units of limited partnership of the

- (1) Operating Partnership ("OP Units") for all purposes. If such parity is reached, the LTIP Units may be converted into OP Units and then may be redeemed for cash equal to the then-current market value of one share of STAG Industrial, Inc. (the "Issuer") common stock or, at the Issuer's election, for shares of the Issuer's common stock on a one-for-one basis. LTIP Units do not have an expiration date.

Pursuant to the terms of the Issuer's 2011 Outperformance Program (the "Program"), which was established pursuant to the Issuer's 2011 Equity Incentive Plan, as amended, the LTIP Units referenced in this Form 4 were "earned" upon the achievement of performance hurdles

- (2) as of September 19, 2014, subject to a determination by the Compensation Committee of the Issuer's Board of Directors (the "Compensation Committee") of the Issuer that such hurdles were met. The determination that these performance hurdles were met was made by the Compensation Committee on September 23, 2014.

- (3) Represents the number of LTIP Units earned as of September 23, 2014, based upon certain performance hurdles having been met by the Issuer and the percentage of the reporting person's interest in the outperformance pool established by the Issuer under the Program.

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.