

STAG Industrial, Inc.

Form 4/A

January 21, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
 Mecke Stephen C

(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)
 06/18/2014

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 06/19/2014

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

____ Director ____ 10% Owner
 ___X___ Officer (give title ____ Other (specify
 below) below)
 COO and EVP

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 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.

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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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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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)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership Units <u>(2)</u>	<u>(2)</u>	06/18/2014	<u>C</u> ⁽¹⁾		5,000		04/20/2012 <u>(3)</u>	<u>(3)</u>	Common Stock, par value \$0.01 per share ⁽⁵⁾	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mecke Stephen C C/O STAG INDUSTRIAL, INC. ONE FEDERAL STREET, 23RD FLOOR BOSTON, MA 02110			COO and EVP	

Signatures

/s/ Alan H. Simmons,
Attorney-in-Fact

01/21/2015

****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 reporting person redeemed 5,000 common units of limited partnership interests ("OP Units") in STAG Industrial Operating Partnership, L.P., a Delaware limited partnership, of which STAG Industrial, Inc. (the "Issuer") is the sole member of the general partner.

- (1) The OP Units are redeemable for cash equal to the current market value of one share of the Issuer's common stock or, at Issuer's election, for shares of the Issuer's common stock on a one-for-one basis. The Issuer elected to redeem the reporting person's OP Units with common stock.

This represents OP Units in the Operating Partnership. Beginning April 20, 2012, the OP Units are redeemable for cash equal to the

- (2) current market value of one share of the Issuer's common stock or, at the Issuer's election, for shares of the Issuer's common stock on a one-for-one basis.
- (3) The OP Units are vested as of the date of issuance and have no expiration date.
- (4) The OP Units were distributed in accordance with the membership interest percentage owned by the members of STAG GI Investment LLC, irrespective of the price of the Issuer's common stock.

- (5) The original Form 4 incorrectly listed the Title of Underlying Securities as Common Stock, par value 40.01 per share.

- (6) The original Form 4 incorrectly listed the amount of Securities Beneficially Owned Following Reported Transaction(s) as 9,248.

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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