

DCT Industrial Trust Inc.  
Form 8-K  
January 12, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):

January 12, 2009

**DCT INDUSTRIAL TRUST INC.**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**001-33201**  
(Commission  
File Number)

**82-0538520**  
(IRS Employer  
Identification No.)

518 17<sup>th</sup> Street, Suite 800

80202

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**Denver, CO**

(Address of Principal Executive offices)

(Zip Code)

Registrants telephone number, including area code: (303) 597-2400

Former name or former address, if changed since last report: N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2.):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On January 12, 2009, DCT Industrial Trust Inc. (the Company) filed with the Securities and Exchange Commission a prospectus supplement dated January 12, 2009 (the Prospectus Supplement) to its prospectus dated August 8, 2007, which was included in its automatic shelf registration statement on Form S-3 (No. 333-145253) (the Registration Statement). The Prospectus Supplement relates to the 1,604,616 shares of the Company's common stock that may be issued from time to time if, and to the extent that, the holders of an equal number of common units of limited partnership interest (the OP Units) in DCT Industrial Operating Partnership LP, the Company's operating partnership, issued on January 23, 2008, present such OP Units for redemption, and the Company exercises its right to issue shares of its common stock to them instead of paying a cash amount.

The Company is filing the opinion of its counsel, Goodwin Procter LLP, as Exhibit 5.1 hereto, regarding the legality of the shares of common stock covered by the Prospectus Supplement. Exhibit 5.1 is incorporated herein by reference and into the Registration Statement and the Prospectus Supplement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are filed with this report:

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
+5.1	Opinion of Goodwin Procter LLP as to the legality of the securities being registered.
+23.1	Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.1 and incorporated herein by reference).

+ Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DCT INDUSTRIAL TRUST INC.**

By: /s/ Philip L. Hawkins  
Name: Philip L. Hawkins  
Title: Chief Executive Officer

Date: January 12, 2009

**EXHIBIT INDEX**

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