

Cogdell Spencer Inc.  
Form 8-K  
December 30, 2008

**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): December 29, 2008**

**Cogdell Spencer Inc.**  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation)

001-32649  
(Commission File  
Number)

20-3126457  
(IRS Employer  
Identification Number)

4401 Barclay Downs Drive, Suite 300  
Charlotte, North Carolina  
(Address of principal executive offices)

28209  
(Zip Code)

Registrant's telephone number, including area code: (704) 940-2900  
N/A

(Former name or former address, if changed since last report.)

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 Instruction A.2. below):

- 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))
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**ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On December 29, 2008, Cogdell Spencer Inc. (the Company ) issued a press release describing, among other things, the implementation of a cost saving plan. According to the press release, this plan includes elimination of all executive incentive compensation for the Company s 2009 fiscal year, unless budgeted benchmarks are substantially exceeded. A copy of the press release is attached as Exhibit 99.1.

**ITEM 7.01 Regulation FD Disclosure**

On December 29, 2008, the Company issued a press release regarding, among other things, its quarterly dividend and 2009 business strategy, which includes the cost saving plan discussed above. A copy of the press release is attached as Exhibit 99.1.

**ITEM 9.01 Financial Statements and Exhibits**

Exhibit 99.1 Press release issued on December 29, 2008.

**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.

COGDELL SPENCER INC.

By: /s/ Frank C. Spencer  
Name: Frank C. Spencer  
Title: Chief Executive Officer and  
President

Date: December 29, 2008