STAG Industrial, Inc.
Form 4
September 25, 2014

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Crooker William R

(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)
06/05/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Accounting Officer

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	(A) or (D)	Price			
Common Stock	06/05/2014		S		1,680	D	$ 24.616	31,970	D	

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	(1)	09/03/2014(2)		A		18,492 (3)		(1)	(1)	Common Stock, par value $0.01 per share	18,492	$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crooker William R C/O STAG INDUSTRIAL, INC. ONE FEDERAL STREET, 23RD FLOOR BOSTON, MA 02110			Chief Accounting Officer	

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).

(1) 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 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.

(2) 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 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.
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