

DCT Industrial Trust Inc.
Form 4
March 04, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Corral Teresa

(Last) (First) (Middle)

DCT INDUSTRIAL TRUST
INC., 518 17TH STREET, SUITE
800

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DCT Industrial Trust Inc. [DCT]

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2016

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)
Executive Vice 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/02/2016 | | M | | 3,906 | A | \$ 34.56 |
| Common Stock | 03/02/2016 | | M | | 937 | A | \$ 13.64 |
| Common Stock | 03/02/2016 | | M | | 864 | A | \$ 18.24 |
| Common Stock | 03/02/2016 | | M | | 1,807 | A | \$ 22.2 |
| Common Stock | 03/02/2016 | | F | | 6,095 | D | \$ 37.51 |

| | | | |
|--------------|-----|---|---|
| Common Stock | 578 | I | The Parrott Family Trust ⁽¹⁾ |
|--------------|-----|---|---|

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 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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 34.56 | 03/02/2016 | | M | 3,906 | <u>(2)</u> | | 02/11/2018 | | Common Stock | 3,906 |
| Stock Options | \$ 13.64 | 03/02/2016 | | M | 937 | <u>(4)</u> | | 02/10/2019 | | Common Stock | 937 |
| Stock Options | \$ 18.24 | 03/02/2016 | | M | 864 | <u>(6)</u> | | 02/11/2020 | | Common Stock | 864 |
| Stock Options | \$ 22.2 | 03/02/2016 | | M | 1,807 | <u>(8)</u> | | 02/03/2021 | | Common Stock | 1,807 |
| LTIP Units ⁽¹⁰⁾ | <u>(10)</u> | 03/02/2016 | | <u>J</u> ⁽¹¹⁾ | 12,731.5 | <u>(10)</u> | | <u>(10)</u> | | Common Stock | 12,731.5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Corral Teresa DCT INDUSTRIAL TRUST INC. 518 17TH STREET, SUITE 800 DENVER, CO 80202 | | | Executive Vice President | |

Signatures

/s/ John G. Spiegleman,
Attorney-in-Fact

03/04/2016

__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 shares are held by The Parrott Family Trust. The Reporting Person disclaims beneficial ownership with respect to the shares held by The Parrott Family Trust, except to the extent of her pecuniary interest therein.
- (2) The Stock Options ("Options") were granted under the Issuer's Long-Term Incentive Plan. The Options vested over four years: 25% on January 1, 2009, and 25% on each of January 1, 2010, 2011, and 2012.
- (3) On January 19, 2016, the Reporting Person disposed of 3,906 Options in a transaction exempted from Section 16 by Rule 16a-12.
- (4) The Options were granted under the Issuer's Long-Term Incentive Plan. The Options vested over four years: 25% on January 1, 2010, and 25% on each of January 1, 2011, 2012, and 2013.
- (5) On January 19, 2016, the Reporting Person disposed of 938 Options in a transaction exempted from Section 16 by Rule 16a-12.
- (6) The Options were granted under the Issuer's Long-Term Incentive Plan. The Options vested over four years: 25% on January 1, 2011, and 25% on each of January 1, 2012, 2013, and 2014.
- (7) On January 19, 2016, the Reporting Person disposed of 863 Options in a transaction exempted from Section 16 by Rule 16a-12.
- (8) The Options were granted under the Issuer's Long-Term Incentive Plan. The Options vested over four years: 25% on January 1, 2012, and 25% on each of January 1, 2013, 2014, and 2015.
- (9) On January 19, 2016, the Reporting Person disposed of 1,807 Options in a transaction exempted from Section 16 by Rule 16a-12.
Represents units of limited partnership interest ("LTIP Units") in DCT Industrial Operating Partnership LP ("DCTOP"), of which the Issuer is the general partner, issued as long term incentive compensation pursuant to the Issuer's equity based compensatory programs. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the election of the holder, into a common unit of limited partnership interest in DCTOP ("Common OP Unit"). Each Common OP Unit acquired upon conversion of an LTIP Unit may be presented for redemption at the election of the holder, for cash equal to the fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common OP Unit so presented for one share of Common Stock.
- (10) 12,731.50 of the Reporting Person's LTIP Units in DCTOP were converted into Common OP Units and then were immediately redeemed by the Issuer for cash.
- (11) The Reporting Person disclaims beneficial ownership with respect to the LTIP Units, except to the extent of her pecuniary interest therein.
- (12) The Reporting Person disclaims beneficial ownership with respect to the LTIP Units, except to the extent of her pecuniary interest therein.

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.