

STAG Industrial, Inc.  
Form 4  
March 09, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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 \*  
King David G

(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)  
03/03/2017

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)  
EVP and Director-Real Estate

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/03/2017		A <sup>(2)</sup>	7,568	A	\$ 7,932	D
Common Stock	03/07/2017		S	7,068	D	\$ 25.4	D
Common Stock	03/08/2017		G	500	D	\$ 0	D

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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. F...
Partnership Units <sup>(3)</sup>	<sup>(3)</sup>	03/03/2017		C <sup>(2)</sup>	7,568	<sup>(3)</sup> <sup>(3)</sup>	Common Stock, par value \$0.01 per share	7,568

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
King David G C/O STAG INDUSTRIAL, INC. ONE FEDERAL STREET, 23RD FLOOR BOSTON, MA 02110			EVP and Director-Real Estate	

## Signatures

/s/ Jeffrey M. Sullivan,  
Attorney-in-Fact

03/09/2017

\_\_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 price represents the weighted average sale price of a series of individual sales. Individual sale prices ranged from \$25.35 to \$25.43.
- (1) Upon request by the Securities and Exchange Commission, the issuer or a stockholder of the issuer, the reporting person will provide the number of shares sold at each separate price.
  - (2) The reporting person redeemed 7,568 common units of the limited partnership (the "OP Units") of STAG Industrial Operating Partnership, L.P. (the "Operating Partnership"), of which STAG Industrial, Inc. (the "Issuer") is the sole member of the general partner. The OP Units are redeemable for cash equal to the 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. The Issuer elected to redeem the reporting person's OP Units

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with common stock.

- Represents OP Units in the Operating Partnership. OP Units may be redeemed for cash equal to the then-market value of one share of the
- (3) Issuer's common stock or, at the Issuer's election, for shares of the Issuer's common stock on a one-for-one basis. OP Units do not have an expiration date.

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.