Murphy Matthew T Form 5 February 08, 2010

#### **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Murphy Matthew T Symbol DCT Industrial Trust Inc. [DCT] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner Other (specify X \_ Officer (give title 12/31/2009 below) below) 518 17TH STREET, SUITE 800 Senior Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) DENVER, COÂ 80202 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Transaction (A) or Disposed of Form: Direct Indirect Execution Date, if Securities (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) Fiscal Year (A) (Instr. 3 and or 4) Amount (D) Price Common Â Â $C4^{(3)}$ 10/13/2009 23,611 24,646 D Stock Persons who respond to the collection of information SEC 2270 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)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)

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Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	SA. 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)		ive Expiration Date es (Month/Day/Year) ed (A) osed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A) (	` '	Date Exercisable	Expiration Date		Amount or Number of Shares
Operating Partnership Units (1)	Â	10/13/2009	Â	C4 (3)	23,	3,611	(2)	(2)	Common Stock	23,611

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>Fg</b>	Director	10% Owner	Officer	Other				
Murphy Matthew T 518 17TH STREET SUITE 800 DENVER, CO 80202	Â	Â	Senior Vice President	Â				

# **Signatures**

Stephen K. Schutte, Attorney-in-Fact 02/08/2010

\*\*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) The Operating Partnership Units ("Units") are issued by DCT Industrial Operating Partnership LP, the operating partnership of the Issuer.
- Provided that the Units have been outstanding for at least one year, the Units are redeemable for an equal number of shares of the Issuer's Common Stock, or, at the election of the Issuer, cash equal to the fair market value of such shares. The Units have no expiration date.
- Dividend Capital Advisors Group LLC ("DCAG") redeemed 23, 611 Units. The Units redeemed are based on the Reporting Person's cash (3) flow interest in DCAG. The Units are redeemable for an equal number of shares of the Issuer's Common Stock, or at the election of the Issuer, cash equal to the fair market value of such shares. The Issuer elected to redeem the Reporting Person's Units with Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2