Doyle Neil Form 4 April 13, 2012

FORM 4

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

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 * Doyle Neil

> (First) (Middle) (Last)

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

(Street)

(City)

1. Title of

Security

(Instr. 3)

DENVER, CO 80202

(State)

(Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

2. Issuer Name and Ticker or Trading

Symbol

DCT Industrial Trust Inc. [DCT]

3. Date of Earliest Transaction (Month/Day/Year) 04/13/2012

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

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year)

(Instr. 3, 4 and 5) (Instr. 8)

(A)

or Code V Amount (D) Price 5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner

X_ Officer (give title Other (specify below) below)

Managing Director

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) (Instr. 4) Following

Reported Transaction(s)

(Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Derivative Conversion

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Pr Underlying Securities

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | Secu (Instr |
|---------------------|---|------------|-------------------------|-----------------|---|-----------------------|--------------------|------------------|-------------------------------------|----------------|
| | | | | Code V | (A) (D) |) Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| LTIP Units (1) | <u>(1)</u> | 04/13/2012 | | A | 42,373 | (1)(2) | <u>(1)</u> | Common Stock | 42,373 | \$ |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Doyle Neil

518 17TH STREET, SUITE 800 DCT INDUSTRIAL TRUST INC. DENVER, CO 80202

Managing Director

Signatures

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

04/13/2012

**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).

Represents units of limited partnership interest 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

- (1) 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.
- (2) The 42,373 LTIP Units vest over five years: 25% on March 31, 2015; 25% on March 15, 2016, and 50% on March 31, 2017.

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.

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