DCT Industrial Trust Inc.

Form 4

December 03, 2015

# FORM 4

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

OMB 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * OKeeffe John C			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			DCT Industrial Trust Inc. [DCT]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
518 17TH STREET, SUITE 800 (Street)  DENVER, CO 80202			(Month/Day/Year) 12/02/2015	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cauired, Disposed of, or Beneficially Owned			

	Table 1 - Non-Derivative Securities Acquired, Disposed of, of Benchelany Owned							
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired (A) Transactionr Disposed of (D)				5. Amount of 6. Securities Ownership	6. Ownership	7. Nature of Indirect
	any	Code	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
	(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
				(		Reported	(I)	
						Transaction(s)	(Instr. 4)	
		Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
					\$			
12/02/2015		S	10,500	D		9,029 (2)	D	
	(Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3.  (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8)  Code V	2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 (Month/Day/Year) (Instr. 8)  Code V Amount	2. Transaction Date   2A. Deemed   3.   4. Securities Ac   (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   (Instr. 3, 4 and 5)  (Month/Day/Year)   (A) or   Code   V Amount (D)	2. Transaction Date   2A. Deemed   3.   4. Securities Acquired (A)   (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code (Instr. 3, 4 and 5)   (Month/Day/Year)   (Instr. 8)   (A)    Code   V   Amount   (D)   Price	2. Transaction Date   2A. Deemed   3.   4. Securities Acquired (A)   5. Amount of Securities any   (Month/Day/Year)   (Instr. 3, 4 and 5)   Owned Following Reported Transaction(s) (Instr. 3 and 4)    Code   V   Amount   (D)   Price   \$  12/02/2015   S   10,500   D   38.516   9,029 (2)	2. Transaction Date (Month/Day/Year)   2A. Deemed (Month/Day/Year)   2A. Deemed (Month/Day/Year)   2A. Deemed (Month/Day/Year)   3.   4. Securities Acquired (A) (D)   Securities (D) (Securities)   Securities (D) (Securities)   Securities (D) (Nother)   Securities (D) (Nother)

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)

#### Edgar Filing: DCT Industrial Trust Inc. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date	Expiration		umber		
						Exercisable	Date	of			
				Code V	(A) (D)				hares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
OKeeffe John C 518 17TH STREET SUITE 800 DENVER, CO 80202	X						

# **Signatures**

/s/ John G. Spiegleman, 12/04/2015 Attorney-in-Fact \*\*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 reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the transaction ranged from \$38.45 to \$38.60. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange
- Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (2) Includes 280 shares of Common Stock received through Mr. O'Keeffe's personal dividend reinvestment plan.

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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