## Edgar Filing: Doyle Neil - Form 4

Doyle Neil Form 4							
February 2	0, 2018						
FOR	M 4 UNITED	STATES SECU	RITIES AND EXCHANGE			APPROVAL	
	UNITED		ashington, D.C. 20549		OMB Number:	3235-0287	
Check if no lo	this box	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				January 31, 2005	
subject Section Form 4 Form 5	to SIATEM 116.					average urs per 0.5	
obligat may co	ions Section 17(	(a) of the Public U	16(a) of the Securities Excha Utility Holding Company Act Investment Company Act of 1	of 1935 or Section	1		
(Print or Type	e Responses)						
		Symbol	er Name <b>and</b> Ticker or Trading ndustrial Trust Inc. [DCT]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (		of Earliest Transaction	(Checl	k all applicab	le)	
DCT IND	USTRIAL TRUST	(Month) 02/15/	/Day/Year)	Director X Officer (give below)		% Owner her (specify	
3700	17TH STREET, S	UIL		Mana	aging Directo	T	
			Filed(Month/Day/Year) Applicable Line)		oint/Group Filing(Check One Reporting Person		
DENVER	, CO 80202			Form filed by M Person	lore than One F	Reporting	
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Securities A	Acquired, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	SecuritiesFeBeneficially(IOwned(IFollowing(IReportedTransaction(s)(Instr. 3 and 4)	Ownership orm: Direct O) or Indirect ) nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: R	eport on a separate line	e for each class of sec	curities beneficially owned directly	or indirectly.			
			information con required to resp	spond to the collect tained in this form a ond unless the forn ntly valid OMB cont	are not n	SEC 1474 (9-02)	
	Tab		curities Acquired, Disposed of, or lls, warrants, options, convertible				
1. Title of Derivative		saction Date 3A. De /Day/Year) Execut				Fitle and Amount of derlying Securities	

8. Pr

Deri

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Security (Instr. 3)	or Exercise Price of Derivative Security		any Code (Month/Day/Year) (Instr. 8		Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	A)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	<u>(1)</u>	02/15/2018		А	10,907	(1)(2)	<u>(1)</u>	Common Stock	10,907	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
F8	Director	10% Owner	Officer	Other	
Doyle Neil DCT INDUSTRIAL TRUST INC. 555 17TH STREET, SUITE 3700 DENVER, CO 80202			Managing Director		
Signatures					
/s/ John G. Spiegleman, Attorney-in-Fact		02/20/2018	3		

**Explanation of Responses:** 

\*\*Signature of Reporting Person

- \* 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).

Date

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

- (1) 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.
- (2) The LTIP Units vest over four years: 25% on February 1, 2019, and 25% on each February 1st thereafter.

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.