

Mechem Daryl H
Form 4
February 15, 2007

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mechem Daryl H

(Last) (First) (Middle)

518 SEVENTEENTH
STREET, SUITE 1700

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
DCT Industrial Trust Inc. [DCT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Managing Director, Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock					2,986	D	
Common Stock					500	I	By Spouse
Common Stock					1,000	I	By Minor Son

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

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information contained in this form are not
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SEC 1474
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options	\$ 11.46	01/11/2007		A		39,267		<u>(1)</u>	01/11/2017	Common Stock	39,267
LTIP Units <u>(2)</u>	<u>(2)</u>	02/13/2007		A		15,707		<u>(2)(3)</u>	<u>(2)</u>	Common Stock	15,707
Operating Partnership Units ⁽⁴⁾	<u>(5)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	393,53

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mechem Daryl H 518 SEVENTEENTH STREET SUITE 1700 DENVER, CO 80202	Managing Director, Operations

Signatures

Daryl H.
Mechem

02/15/2007

 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 options were granted under the Issuer's 2006 Long-Term Incentive Plan. The options vest over five years: 20% on October 10, 2007 and 20% on each October 10 thereafter.
- (2) 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

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minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be 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 a LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then 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

- (3) These LTIP Units vest over five years: 20% on October 10, 2007 and 20% on each October 10 thereafter.
- (4) The Units are issued by DCT Industrial Operating Partnership LP, the operating partnership of the Issuer (the "Partnership").
- (5) The holder of the Units may cause the Partnership to redeem the Units for cash or, at the Issuer's option, shares of Common Stock on a one-for-one basis.
- (6) The Units are owned by Dividend Capital Advisors Group LLC ("DCAG"). The Units reported above may be attributed to the Reporting Person based on his cash flow interest in DCAG.

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.