Edgar Filing: Rios Charla K. - Form 4

Form 4									
February 2							OME	3 APPROVAL	
FOR	VI 4 UNITED		CURITIES A Washington			E COMMISSION		3235-0287	
	this box		9.1	,			Expires:	January 31,	
if no lo subject Section Form 4 Form 5	to SIAIEN 16. or		SECUI	RITIES		WNERSHIP OF Estin burd respo		ated average n hours per nse 0.5	
obligat may co	ions Section 17	(a) of the Publi		ding Cor	npany Act	nge Act of 1934, of 1935 or Sectio 940	n		
(Print or Type	e Responses)								
1. Name and Address of Reporting Person <u>*</u> Rios Charla K.			2. Issuer Name and Ticker or Trading Symbol DCT Industrial Trust Inc. [DCT]			5. Relationship of Reporting Person(s) to Issuer			
(It)	(Einst)				[DC1]	(Check all applicable)			
(Last)	(First) (ate of Earliest T ath/Day/Year)	ransaction		Director 10% Owner			
DCT INDUSTRIAL TRUST INC., 518 17TH STREET, SUITE 800			02/23/2012			X_Officer (give title Other (specify below) below) Executive Vice President			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
DENVER	, CO 80202					Form filed by M Person	More than On	e Reporting	
(City)	(State)	(Zip)	Table I - Non-J	Derivative	Securities A	Acquired, Disposed o	f, or Benefi	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code		(A) or of (D)	SecuritiesHBeneficially(Owned(5. Ownership Form: Direc D) or Indire I) Instr. 4)	•	
Reminder: R	eport on a separate line	for each class of	securities bene	ficially ow	ned directly	or indirectly			
Kenninder, K			securities bene	Perso inform requir	ns who res nation con ed to resp lys a curre	spond to the collect tained in this form ond unless the for ntly valid OMB cor	are not m	SEC 1474 (9-02)	
	Tab		Securities Acc calls, warrants			Beneficially Owned securities)			
		saction Date 3A. /Day/Year) Exec		4. Transact	5. Number			7. Title and Amount of 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 (D) (Instr. 3, 4, and 5)	r)	(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>	02/23/2012		А	12,278	(1)(2)	(1)	Common Stock	12,278	\$

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Rios Charla K. DCT INDUSTRIAL TRUST INC. 518 17TH STREET, SUITE 800 DENVER, CO 80202			Executive Vice President		
Signatures					
/s/ John G. Spiegleman, Attorney-in-Fact		02/27/2012	2		

Date

<u>**Signature of Reporting Person</u>

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 12,278 LTIP Units vest over four years: 25% on January 1, 2013 and 25% each January 1st thereafter.

Remarks:

Exhibit List: Exhibit 24. Charla Rios Power of Attorney

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.