Edgar Filing: Cogdell Spencer Inc. - Form 4

Cogdell Spend Form 4 June 25, 2008												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								ON OMB Number	r: 3235-0287			
Check this if no longe subject to Section 16 Form 4 or	r STATEN	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(c) (c) (c) (c) (c) (c) (c) (c) (c) (c)												
(Print or Type Re	esponses)											
1. Name and Address of Reporting Person <u>*</u> JENNINGS RICHARD B			2. Issuer Name and Ticker or Trading Symbol Cogdell Spencer Inc. [CSA]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	Middle)	3. Date of Earliest Transaction					(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Other (specify below)					
(Last) (First) (Middle) 4401 BARCLAY DOWNS DRIVE, SUITE 300			(Month/Day/Year) 03/31/2008									
				endment, D	-	al		6. Individual or Joint/Group Filing(Check				
Fi CHARLOTTE, NC 28209				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities A	Acquired, Dispose	d of, or Benef	icially Owned		
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		n Date, if	Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			0) 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)				
Common Stock				Code V	Amount	(D)	Price	15,690	I	Held by Realty Capital International Inc. Retirement Plan dated 12/8/94		
Common Stock	03/31/2008	03/31/2	008	А	3,135	А	<u>(1)</u>	3,135	D			

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. onNumber	6. Date Exer Expiration D		7. Tit Amou		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/ e		Under Secur (Instr		Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
				Officer	Other		
JENNINGS RICHARD B 4401 BARCLAY DOWNS DRIVE, SUITE CHARLOTTE, NC 28209	300	Х					
Signatures							
/s/ Charles M. Handy, Attorney-In-Fact	06/24	4/2008					
**Signature of Reporting Person	D	ate					

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) On March 31, 2008, Mr. Jennings was granted 3,135 restricted shares of common stock pursuant to Cogdell Spencer Inc.'s 2005 Long-Term Incentive 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.