

DCT Industrial Trust Inc.
Form 4
December 15, 2014

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,
2015
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WATTLES THOMAS G

(Last) (First) (Middle)

518 17TH STREET, SUITE 800

(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)
12/11/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock	12/11/2014		M	87,500 A	\$ 13.64 87,500 ⁽¹⁾	D	
Common Stock	12/11/2014		F	59,259 D	\$ 34.46 28,241	D	
Common Stock	12/15/2014		S	28,241 D	\$ 33.504 ⁽³⁾ 0	D	
Common Stock					143,689 ⁽¹⁾ ⁽⁴⁾	I	See Footnote ⁽⁵⁾
					106,269 ⁽¹⁾	I	

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Common
Stock

See
Footnote
(6)

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)

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)	8. Amount or Number of Shares
Stock Options	\$ 13.64 (1)	12/11/2014		M	87,500 (1)	(2) 02/10/2019	Common Stock	87,500 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATTLES THOMAS G 518 17TH STREET SUITE 800 DENVER, CO 80202	X		Chairman	

Signatures

/s/ John G. Spiegleman,
Attorney-in-Fact 12/15/2014

**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).

On November 17, 2014, the Issuer effected a one-for-four reverse stock split of its Common Stock (the "Reverse Split"). The exercise price and numbers of securities beneficially owned were adjusted by multiplying or dividing each by four, as applicable, to reflect the Reverse Split.

(2)

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The Stock Options (the "Options") were granted under the Issuer's Long-Term Incentive Plan, as amended and restated from time to time. The Options were initially exercisable on February 11, 2009, and fully exercisable and vested as of February 10, 2010.

- (3) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the transaction ranged from \$33.50 to \$33.56. 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.
- (4) On December 11, 2014, the Reporting Person disposed of 90,256 shares of Common Stock in a transaction exempted from Section 16 by Rule 16a-12.
- (5) By The Thomas George Wattles Revocable Trust.
- (6) By The Thomas George Wattles 2012 Irrevocable Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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