

DCT Industrial Trust Inc.  
Form 8-K  
July 28, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):**

**July 26, 2011**

**DCT INDUSTRIAL TRUST INC.**

(Exact Name of Registrant as Specified in Charter)

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**518 17<sup>th</sup> Street, Suite 800**

**Denver, CO**  
(Address of Principal Executive Offices)

**80202**  
(Zip Code)

**Registrant's telephone number, including area code: (303) 597-2400**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2.):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Daryl H. Mechem Resignation.***

On July 26, 2011, Daryl H. Mechem resigned as Managing Director, West Region, of DCT Industrial Trust Inc. (the Company) to pursue other opportunities.

In connection with his resignation, Mr. Mechem entered into a resignation and release agreement (the Resignation Agreement) with the Company. Under the Resignation Agreement, the Company agreed to fully accelerate the vesting of 136,299 LTIP units and stock options to purchase up to 96,662 shares of common stock that were previously granted to Mr. Mechem and had not yet vested. All other equity awards made by the Company to Mr. Mechem that were unvested immediately prior to his resignation were forfeited. The Company also agreed to provide Mr. Mechem with continuing healthcare coverage from the date of his resignation through July 2012. Mr. Mechem provided the Company with a general release of claims and acknowledged that he would continue to be subject to the restrictive covenants under his existing employment agreement, with the exception of the non-competition provision, which the Company agreed would only apply for 90 days following the effectiveness of the release.

A copy of the Resignation Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K. The summary of the Resignation Agreement set forth above is qualified in its entirety by reference to such exhibit, which is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

| <b>Exhibit Number</b> | <b>Description of Exhibits</b>   |
|-----------------------|--|
| 10.1                  | Resignation and Release Agreement, dated as of July 26, 2011, by and between the Company and Daryl H. Mechem |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DCT INDUSTRIAL TRUST INC.**

Date: July 28, 2011

By: /s/ John G. Spiegleman  
Name: John G. Spiegleman  
Title: Executive Vice President and General Counsel