

Handy Charles
Form 4
April 02, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Handy Charles

(Last) (First) (Middle)

4401 BARCLAY DOWNS DRIVE
SUITE 300

(Street)

CHARLOTTE, NC 28209

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Cogdell Spencer Inc. [CSA]

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

04/02/2012

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)
CFO, Executive VP, Secretary

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/02/2012		D(1)(2)		1,500	D	\$ 4.25
					0	I	0
Common Stock	04/02/2012		D(1)(2)		500	D	\$ 4.25
					0	D	0

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

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(9-02)

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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 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
Partnership Units ⁽³⁾	<u>(3)</u>	04/02/2012		D ⁽¹⁾⁽³⁾	163,062	<u>(3)</u>	<u>(3)</u>	Common Stock	163,062

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Handy Charles 4401 BARCLAY DOWNS DRIVE SUITE 300 CHARLOTTE, NC 28209			CFO, Executive VP, Secretary	

Signatures

/s/ Charles M.
Handy

04/02/2012

**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) On December 24, 2011, Cogdell Spencer Inc. (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Cogdell Spencer LP (the "Operating Partnership" or "OP"), Ventas, Inc., TH Merger Corp, Inc. ("MergerSub"), and TH Merger Sub, LLC ("OP MergerSub"). The Merger Agreement provides for the merger of the Company with MergerSub (the "Merger") and the merger of OP MergerSub with and into the OP (the "Partnership Merger").

(2) Pursuant to the Merger Agreement, at the effective time of the Merger, each share of the Company's common stock (the "Common Stock") automatically converted into the right to receive the per share merger consideration of \$4.25 in cash.

(3) Consists of 111,320 limited partnership interests in the Operating Partnership ("OP Units") and 51,742 long-term incentive plan units of OP Units ("LTIP Units"). Pursuant to the Merger Agreement, at the effective time of the Partnership Merger, each OP Unit automatically converted into the right to receive the per share merger consideration of \$4.25 in cash, and each LTIP Unit automatically converted into an OP Unit, or fraction thereof, based on the adjusted capital account balance allocable to such LTIP Unit immediately prior to the Partnership Merger, which in turn converted into the right to receive the per share merger consideration of \$4.25 in cash.

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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