DCT Industrial Trust Inc. Form 4

September 03, 2008

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

obligations may continue. See Instruction

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

1(b).

(Instr. 3)

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Ruen Michael J Issuer Symbol DCT Industrial Trust Inc. [DCT] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 518 17TH STREET, SUITE 800 08/29/2008 below) below) Managing Director (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting DENVER, CO 80202 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

D

(A) or Code V Amount (D)

(Instr. 3 and 4) Price

Common 08/29/2008 Stock

 $C^{(3)}$ 130,000 (2) 130,577

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of

SEC 1474 (9-02)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Transaction(s)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) Disposed of (Instr. 3, 4, a 5)	A) or (D)	6. Date Exerc Expiration D (Month/Day/	Pate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Operating Partnership Units (1)	(2)	08/29/2008		C(3)	130,0	)00	(2)	(2)	Common Stock	130,000
Operating Partnership Units (1)	(2)						(2)	(2)	Common Stock	45,147

# **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Ruen Michael J 518 17TH STREET SUITE 800 DENVER, CO 80202

**Managing Director** 

# **Signatures**

Stephen K. Schutte, Attorney-in-Fact 09/03/2008

\*\*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) The units of limited partnership interest (the "Units") are issued by DCT Industrial Operating Partnership LP, the operating partnership of the Issuer (the "Partnership").
- Provided that the Units have been outstanding for at least one year, the Units are redeemable for an equal number of shares of the Issuer's Common Stock, or, at the election of the Issuer, cash equal to the fair market value of such shares. The Units have no expiration date.
- The reporting person redeemed 130,000 Units. The Units are redeemable for an equal number of shares of the Issuer's Common Stock, or at the election of the Issuer, cash equal to the fair market value of such shares. The Issuer elected to redeem the reporting person's Units with Common Stock.
- Previously, Dividend Capital Advisors Group LLC ("DCAG") distributed to the reporting person 257,075 Units of a total of 302,222

  (4) Units owned by DCAG that may be attributed to the reporting person based on his cash flow interest in DCAG. Accordingly, these Units are now reported as being held directly.
- (5) The Units are owned by DCAG. The Units may be attributed to the reporting person based on his cash flow interest in DCAG.

Reporting Owners 2

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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.