

DCT Industrial Trust Inc.  
 Form 4  
 December 15, 2014

**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 \*  
**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                   |
| Common Stock                    | 12/11/2014                           |                                                    | M                              |                                                                   | 87,500 A \$ 13.64                                                                             | 87,500 <sup>(1)</sup>                                    | 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 <sup>(3)</sup>                                                             | 0                                                        | D                                 |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | 143,689 <sup>(1)</sup> <sup>(4)</sup>                    | I                                 |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               | 106,269 <sup>(1)</sup>                                   | I                                 |

See Footnote <sup>(5)</sup>

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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(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<br>(1)                                        | 12/11/2014                           |                                                    | M                              | 87,500<br>(1)                                                                           | (2) 02/10/2019                                           | Common Stock                                                  | 87,500<br>(1)                 |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |          |       |
|----------------------------------------------------------------------|---------------|-----------|----------|-------|
|                                                                      | Director      | 10% Owner | Officer  | Other |
| WATTLES THOMAS G<br>518 17TH STREET<br>SUITE 800<br>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.

(1)

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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.

- 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.
- (3)
  - (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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