GATES JOHN S JR

Form 4 April 30, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GATES JOHN S JR			2. Issuer Name and Ticker or Trading Symbol DCT Industrial Trust Inc. [DCT]				5. Relationship of Reporting Person(s) to Issuer				
(Last)							,	(Check all applicable)			
				3. Date of Earliest Transaction				X Director	100	6 Owner	
518 17TH STREET, SUITE 800			(Month/Day/Year) 04/26/2012					X Director 10% Owner Officer (give title Other (specify			
316 17111 STREET, SOTTE 800			04/20/2012					below)	below)		
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)					Applicable Line)			
	~~ ~~~							_X_ Form filed by	1 0		
DENVER, CO 80202								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecurit	ties A <i>cc</i>	nuired Disnosed	of or Reneficia	lly Owned	
Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficiciany Owned											
1.Title of Security	2. Transaction Day/Yea			3.	4. Securit		-	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
Security (Month/Day/Year) Execution I (Instr. 3) any			on Date, n	n Date, if Transaction(A) or Disposed of Code (D)				Beneficially	Beneficial		
, ,,,		2	/Day/Year)				Owned	Ownership			
							Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)			
						or		(Instr. 3 and 4)			
C				Code V	Amount	(D)	Price				
Common	04/26/2012			A	10,204	A	\$0	33,452	D		
Stock											
Common										See	
Stock								60,533	I	Footnote	
Diock										<u>(1)</u>	

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

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

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Exercisable Date	Title Number			
				C-1- V	(A) (D)				of Shares		
				Code V	(A) (I))				Snares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
GATES JOHN S JR 518 17TH STREET SUITE 800 DENVER, CO 80202	X						

Signatures

/s/ John G. Spiegleman, 04/30/2012 Attorney-in-Fact

> **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).
- Includes 10,533 shares of Common Stock held by the John S. Gates, Jr. Trust and 50,000 shares of Common Stock owned by the Gates **(1)** Charitable Trust.

Remarks:

Exhibit List: Exhibit 24 - John S. Gates, Jr. Power of Attorney

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. 4,464 shares on 7/4/2011, 4,464 shares on 10/3/2011 and 4,466 shares on 01/1/2012.(2)Each restricted deferred stock unit represents a contingent right to receive one share of Intermec common stock.(3)The restricted deferred stock units fully vest as of the date of the 2012 Annual Meeting of Stockholders. Grants made in prior years are fully vested in accordance with their terms. Restricted deferred stock units are deferred under the Intermec Director Deferred Compensation Plan and are converted into shares of common stock in the January following the year of the reporting person's termination of services as a director.

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