

OKeefe John C
 Form 4
 October 12, 2006

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 *
 OKeefe John C

(Last) (First) (Middle)

518 SEVENTEENTH STREET, SUITE 1700

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 DCT Industrial Trust Inc. [none]

3. Date of Earliest Transaction (Month/Day/Year)
 10/10/2006

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					1,155	D	

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)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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
				Code	V	(A)	(D)	
Phantom Stock Units <u>(1)</u>	<u>(2)</u>	10/10/2006		A	3,111	10/10/2007 <u>(3)</u>	Common Stock	3,111
Options	\$ 12					10/06/2008 10/06/2016	Common Stock	5,000
Options	\$ 12					06/14/2007 06/14/2015	Common Stock	5,000
Options	\$ 12					07/01/2006 07/01/2014	Common Stock	5,000
Options	\$ 12					<u>(4)</u> 03/31/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OKeefe John C 518 SEVENTEENTH STREET SUITE 1700 DENVER, CO 80202	X			

Signatures

John C.
O'Keefe 10/12/2006

**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 Phantom stock units ("Units") were granted to the Reporting Person under the Issuer's 2006 Long-Term Incentive Plan ("2006 Plan") in consideration for the Reporting Person's service on the board of directors. The Units are subject to a one year vesting requirement that will be satisfied on October 10, 2007. Vested Units may be converted at the holder's option into common stock on certain dates as permitted by the 2006 Plan.

(2) The Units convert to common stock on a one-for-one basis.

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- (3) The Units do not have an expiration date.
- (4) Of such 10,000 options, 8,000 options are vested and immediately exercisable and 2,000 options will vest and become exercisable on March 31, 2007.

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.