

Murphy Matthew T
Form 4
August 22, 2018

FORM 4

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

OMB APPROVAL

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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 *
Murphy Matthew T

(Last) (First) (Middle)

DCT INDUSTRIAL TRUST
INC., 555 17TH STREET, SUITE
3700

(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)
08/22/2018

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)
Chief Financial Officer

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) | Price | | |
| | | | Code | V | Amount | (1) (2) | |
| Common Stock | 08/22/2018 | | D | | 2,029 | D | 0 |

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)

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that DCT may, at its election, acquire each OP Unit so presented for one share of DCT Common Stock.

(4) Pursuant to the Merger Agreement, immediately prior to the effective time of the Partnership Merger, each issued and outstanding unvested LTIP Unit of the reporting person automatically became fully vested in accordance with the terms of DCT's equity based compensatory programs and award agreement or other agreement or document evidencing such LTIP Units.

(5) The LTIP Units did not have an expiration date.

(6) Pursuant to the terms of the Merger Agreement, immediately prior to the effective time of the Partnership Merger, each issued and outstanding vested LTIP Unit of the reporting person was converted into an OP Unit pursuant to the limited partnership agreement of DCTOP. At the effective time of the Partnership Merger, each outstanding OP Unit was automatically converted into the right to receive 1.02 common units of limited partnership interest in Prologis, L.P.

(7) Options were fully vested.

(8) Pursuant to the terms of the Merger Agreement, at the effective time of the Company Merger, each outstanding and unexercised option to purchase DCT Common Stock held by the reporting person automatically terminated and converted into the right of the reporting person to receive a number of shares of Prologis Common Stock, rounded down to the nearest whole number of shares, equal to (a) 1.02 multiplied by (b) the number of shares of DCT Common Stock obtained by (i) multiplying (A) the number of shares of DCT Common Stock that were subject to such option immediately prior to the effective time of the Company Merger by (B) the excess, if any, of the fair market value of a share of DCT Common Stock determined immediately prior to the effective time of the Company Merger over the per share exercise price of such option,

(9) (Continued from Footnote 8) and (ii) dividing the resulting amount determined under (i) by the fair market value of a share of DCT Common Stock determined immediately prior to the effective time of the Company Merger. The closing price of DCT Common Stock on August 21, 2018 was \$66.28 per share.

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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