

Cogdell Spencer Inc.  
Form 4  
April 02, 2012

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JENNINGS RICHARD B**

(Last) (First) (Middle)

**4401 BARCLAY DOWNS DRIVE  
SUITE 300**

(Street)

**CHARLOTTE, NC 28209**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Cogdell Spencer Inc. [CSA]**

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

**04/02/2012**

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 Indirect Beneficial Ownership (Instr. 4)
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Common Stock	04/02/2012		D <u>(1)(2)</u>	32,676	D	\$ 4.25	0	D
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Common Stock	04/02/2012		D <u>(1)(2)</u>	15,690	D	\$ 4.25	0	I
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By Realty  
Capital  
International  
Inc.  
Retirement  
Plan dated  
12/8/94

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

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

SEC 1474  
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

JENNINGS RICHARD B  
4401 BARCLAY DOWNS DRIVE SUITE 300 X  
CHARLOTTE, NC 28209

## Signatures

/s/ Charles M. Handy,  
Attorney-in-Fact 04/02/2012

\_\_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) On December 24, 2011, Cogdell Spencer Inc. (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Cogdell Spencer LP (the "Operating Partnership" or "OP"), Ventas, Inc., TH Merger Corp, Inc. ("MergerSub"), and TH Merger Sub, LLC ("OP MergerSub"). The Merger Agreement provides for the merger of the Company with MergerSub (the "Merger") and the merger of OP MergerSub with and into the OP (the "Partnership Merger").

(2) Pursuant to the Merger Agreement, at the effective time of the Merger, each share of the Company's common stock (the "Common Stock") automatically converted into the right to receive the per share merger consideration of \$4.25 in cash.

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.