Cogdell Spencer Inc. Form 4

June 25, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 \* Spencer Frank

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

Cogdell Spencer Inc. [CSA] 3. Date of Earliest Transaction

(Check all applicable)

4401 BARCLAY DOWNS DRIVE,

(Street)

SUITE 300

03/31/2008

(Month/Day/Year)

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

below) below) CEO, President

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHARLOTTE, NC 28209

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

237,328

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) or

(Instr. 3 and 4) Code V Amount (D) Price

Transaction(s)

D

Common Stock

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)

#### Edgar Filing: Cogdell Spencer Inc. - Form 4

8. Price Derivat Securit (Instr. 5

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership Units (1) (2)	<u>(1)</u> <u>(2)</u>					(1)(2)	(1)(2)	Common Stock	<u>(3)</u>

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
Spencer Frank						
4401 BARCLAY DOWNS DRIVE, SUITE 300	X		CEO, President			
CHARLOTTE, NC 28209						

## **Signatures**

/s/ Charles M. Handy,
Attorney-In-Fact
06/24/2008

\*\*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).

Although Mr. Spencer has not received any derivative security that would require the filing of a Form 4,On March 31, 2008, Mr. Spencer was granted 62,696 long term incentive plan units ("LTIP units") pursuant to Cogdell Spencer Inc.'s (the "Company") 2005 long-term stock incentive plan. The LTIP units may be convertible into limited partnership units ("OP units") in Cogdell Spencer LP (the

- (1) "Operating Partnership"), if there is an increase in the value of the Operating Partnership's assets, which revaluation will occur upon the occurrence of certain events (each a "Book-up Event"). OP units are redeemable for a cash amount equal to the value of OP units or, in the Company's sole and absolute discretion, exchangeable for shares of the Company's common stock based on an exchange ratio of one share of common stock for one OP unit.
  - Of the 62,696 LTIP units granted to Mr. Spencer, 20% of these LTIP units, or 12,539 LTIP units, vested on March 31, 2008, and the remaining 80%, or 51,157 LTIP units, will vest if, and when, the Company achieves certain performance standards. Upon a Book-up
- (2) Event, some or all of the 62,696 LTIP units granted to Mr. Spencer may be converted into OP units, thereby increasing the number of OP units owned by Mr. Spencer by the corresponding number of LTIP units converted into OP units. At this time, there has been no transaction involving Mr. Spencer that would require the filing of a Form 4 and this Form 4 is being filed for informational purposes only.
- (3) Although not a derivative security, Mr. Spencer owns an aggregate of 62,696 LTIP units. Mr. Spencer also owns 233,859 OP inits. 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.

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