Altinger Phillip R Form 4 December 19, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB

3235-0287 Number: January 31,

OMB APPROVAL

Expires: 2005 Estimated average

burden hours per response... 0.5

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

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

Common

Stock

12/15/2006

(Print or Type Responses)

1. Name and Address of Reporting Person * Altinger Phillip R			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			DCT Industrial Trust Inc. [DCT]			(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction						
			(Month/D	Day/Year)		_X_ Director		Owner	
518 SEVENTEENTH			12/15/2006			Officer (give title Other (specify below)			
STREET, S	SUITE 1700					below)	below)		
(Street) DENVER, CO 80202			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			
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative Securities Acq	quired, Disposed o	f, or Beneficial	y Owned	
1.Title of	2. Transaction Da	ate 2A. Dee	med	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Yea	r) Execution	on Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct		
		(Month/	Day/Year)	(Instr. 8)		Owned	(D) or	Ownership	
						Following	Indirect (I)	(Instr. 4)	
					(A)	Reported Transaction(s)	(Instr. 4)		

or

(D)

Price

12.25

Amount

20,830

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

Code V

 $P^{(1)}$

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Transaction(s)

(Instr. 3 and 4)

D

27,086

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr. Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (2)	<u>(3)</u>					10/10/2007	<u>(4)</u>	Common Stock	3,111	
Options	\$ 12					10/06/2008	10/06/2016	Common Stock	5,000	
Options	\$ 12					<u>(5)</u>	01/06/2016	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
Altinger Phillip R 518 SEVENTEENTH STREET SUITE 1700 DENVER, CO 80202	X					

Signatures

Phillip R
Altinger 12/19/2006

**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 shares were purchased in the Issuer's public offering.
 - The Phantom Stock Units ("Units") were granted to the Reporting Person under the Issuer's 2006 Long-Term Incentive Plan ("2006
- (2) 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.
- (3) The Units convert to common stock on a one-for-one basis.
- (4) The Units do not have an expiration date.

Reporting Owners 2

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Of such 10,000 options, 2,000 options are vested and immediately exercisable and 2,000 options will vest and become exercisable on each of January 6, 2007, January 6, 2008, January 6, 2009 and January 6, 2010.

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.