Edgar Filing: Cogdell Spencer Inc. - Form 4

Cogdell Spen	cer Inc.											
Form 4												
June 25, 2008												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							т	PPROVAL				
							OMB Number:	3235-0287				
Check this			(u s	g,	2101200	••			Expires:	January 31,		
if no longe subject to	F CHAN	F CHANGES IN BENEFICIAL OWNER				NERSHIP OF		2005				
Section 16. SECURITIES								Estimated average burden hours per				
Form 4 or									response	•		
Form 5 obligation	0	-						ge Act of 1934,				
may conti				•	. .			f 1935 or Sectio	n			
See Instruc	ction	30(h)	of the Inv	vestment	Company	Act	of 19	40				
1(b).												
(Print or Type R	esponses)											
1. Name and Ac	2. Issuer Name and Ticker or Trading				g	5. Relationship of Reporting Person(s) to Issuer						
Smoak Randolph			Symbol	Symbol								
			Cogdell	Cogdell Spencer Inc. [CSA]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction									
4401 BARCLAY DOWNS DRIVE,			(Month/Day/Year) 03/31/2008					X_ Director 10% Owner Officer (give title Other (specify				
								below) below)				
SUITE 300												
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
			Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
CHARLOTT	TE, NC 28209	9						Form filed by M	More than One Ro			
								Person				
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of	2. Transaction			3.	4. Securit			5. Amount of	6. Ownership	7. Nature of		
Security (Instr. 3)	(Month/Day/Y	ear) Executi any	on Date, if	Transactic Code	onAcquired Disposed			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
(Instr. 5)			/Day/Year)	(Instr. 8)	(Instr. 3, 4			Owned	Indirect (I)	Ownership		
								Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common					mount	(D)	Thee		-			
Stock								2,500	D			

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.

 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. Transact Code (Instr. 8)	5. iorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derivat Security (Instr. 5
				Code V	7 (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>	

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Reporting Owners

Reporting Owner Name / Address		Relationships						
F B	Director	10% Owner	Officer	Other				
Smoak Randolph 4401 BARCLAY DOWNS DRIVE, SUITE 300 CHARLOTTE, NC 28209) X							
Signatures								
/s/ Charles M. Handy, Attorney-In-Fact	5/24/2008							
**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 Dr. Smoak has not received any derivative security that would require the filing of a Form 4, on March 31, 2008, Dr. Smoak was granted 3,135 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.

The 3,135 LTIP units granted to Dr. Smoak vested on March 31, 2008. Upon a Book-up Event, some or all of the 3,135 LTIP units granted to Dr. Smoak may be converted into OP units, thereby increasing the number of OP units owned by Dr. Smoak by the

- (2) corresponding number of LTIP units converted into OP units. At this time, there has been no transaction involving Dr. Smoak 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, Dr. Smoak owns an aggregate of 3,135 LTIP units. Dr. Smoak also owns 5,847 OP iunits.

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.