

Khan Adeel
 Form 4
 March 20, 2019

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Khan Adeel

2. Issuer Name and Ticker or Trading Symbol
 Rexford Industrial Realty, Inc.
 [REXR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

(Last) (First) (Middle)
 11620 WILSHIRE
 BOULEVARD, SUITE 1000
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/19/2019

LOS ANGELES, CA 90025

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LTIP Units <u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	03/19/2019	M ⁽³⁾		44,971 <u>(3)</u>	<u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	Common Stock, par value \$0.01	44,971
Operating Partnership Units <u>(4)</u>	<u>(4)</u>	03/19/2019	M ⁽³⁾		44,971 <u>(3)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.01	44,971
Performance Units <u>(5)</u>	<u>(5)</u>	03/19/2019	M ⁽⁶⁾		44,750 <u>(6)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock, par value \$0.01	44,750
Operating Partnership Units <u>(4)</u>	<u>(4)</u>	03/19/2019	M ⁽⁶⁾		44,750 <u>(6)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.01	44,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khan Adeel 11620 WILSHIRE BOULEVARD SUITE 1000 LOS ANGELES, CA 90025			Chief Financial Officer	

Signatures

/s/ Adeel Khan 03/20/2019
 __Signature of Date
 Reporting Person

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) Represents LTIP Units, a class of limited partnership units in Rexford Industrial Realty, L.P., the operating partnership of the Issuer (the "Operating Partnership"), issued as long term incentive compensation subject to time-based vesting pursuant to the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Incentive Award Plan (the "Incentive Plan"). Initially, the LTIP Units do not have full parity with common limited partnership units of the Operating Partnership ("OP Units") with respect to liquidating distributions. However, upon the occurrence of certain events described in the Operating Partnership's partnership agreement, the LTIP Units can over time achieve full parity with the OP Units for all purposes. If such parity is reached, vested LTIP Units may be converted into an equal

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number of OP Units on a one for one basis at any time at the request of the Reporting Person or the general partner of the Operating Partnership.

- (2) (Continued from Footnote 1) The 44,971 LTIP Units referred to herein have vested and reached such parity.
- (3) Reflects the conversion of 44,971 vested LTIP Units into 44,971 OP Units in accordance with the Operating Partnership's partnership agreement.

- (4) Represents OP Units. The Issuer is the general partner of the Operating Partnership. OP Units are redeemable for cash equal to the then-current market value of one share of common stock, or at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.

- (5) Represents Performance Units, a class of limited partnership units in the Operating Partnership. The Performance Units, which were initially granted on December 15, 2015, pursuant to the Incentive Plan, were earned and vested on December 14, 2018, based on meeting certain performance-based hurdles. Initially, the Performance Units do not have full parity with OP Units with respect to liquidating distributions. However, upon the occurrence of certain events described in the Operating Partnership's partnership agreement, the Performance Units can over time achieve full parity with the OP Units for all purposes. If such parity is reached, vested Performance Units may be converted into an equal number of OP Units on a one for one basis at any time at the request of the Reporting Person or the general partner of the Operating Partnership. The 44,750 Performance Units referred to herein have vested and reached such parity.

- (6) Reflects the conversion of 44,750 vested Performance Units into 44,750 OP Units in accordance with the Operating Partnership's partnership agreement.

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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