

DCT Industrial Trust Inc.  
Form 8-A12B  
December 08, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

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**DCT INDUSTRIAL TRUST INC.**

*(Exact Name of Registrant as Specified in Its Charter)*

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**Maryland**  
*(State of Incorporation*

*or Organization)*

**518 17<sup>th</sup> Street, Suite 1700**

**Denver, CO**  
*(Address of Principal Executive Offices)*

**82-0538520**  
*(I.R.S. Employer*

*Identification Number)*

**80202**  
*(Zip Code)*

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-138094

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**Securities to be registered pursuant to Section 12(b) of the Act:**

| <u>Title of Each Class to be so Registered</u> | <u>Name of Each Exchange on Which</u>                                      |
|--|--|
| Common Stock, \$0.01 par value per share       | <u>Each Class is to be Registered</u><br>The New York Stock Exchange, Inc. |

**Securities to be registered pursuant to Section 12(g) of the Act:**

None

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

Incorporated by reference herein is information relating to DCT Industrial Trust Inc.'s common stock, par value \$0.01 per share, under the captions "Description of Capital Stock" and "Certain Provisions of the Maryland General Corporation Law and Our Charter and Bylaws" contained in the Registrant's registration statement on Form S-11 originally filed with the Securities and Exchange Commission on October 19, 2006 (Registration No. 333-138094), as amended, including any form of prospectus contained therein filed by the Registrant pursuant to Rule 424 under the Securities Act of 1933, as amended.

**Item 2. Exhibits.**

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed herewith because no other securities of the Registrant are currently registered on the New York Stock Exchange, Inc. and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**DCT INDUSTRIAL TRUST INC.**

Date: December 8, 2006

By: /s/ Philip L. Hawkins  
Name: Philip L. Hawkins  
Title: Chief Executive Officer