

Rexford Industrial Realty, Inc.
 Form 4
 October 30, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Frankel Michael S.

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/29/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Co-CEO, Co-President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 | 10/29/2013 | | D ⁽¹⁾ | | 245,744 | D | \$ 0 |
| Common Stock, par value \$0.01 | 10/29/2013 | | J ⁽²⁾ | | 119 | A | \$ 14 ⁽³⁾ |

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

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- Represents common units of limited partnership interests ("OP Units") in the Operating Partnership. The Issuer is the general partner of
- (4) the Operating Partnership. OP Units are redeemable beginning September 24, 2014 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) The OP Units are exchangeable for common stock of the Issuer on a one-for-one basis.
 - (6) Represents OP Units returned to the Issuer pursuant to the Accommodation.
 - (7) N/A
 - (8) For purposes of the Accommodation, OP Units were valued at \$14.00, which was the initial public offering price per share of the Issuer's common stock.
 - (9) Represents OP Units acquired pursuant to the Accommodation due to the Reporting Person's equity investment in the Issuer's predecessor business.

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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