

Handy Charles
Form 5
February 10, 2009

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Handy Charles

(Last) (First) (Middle)

4401 BARCLAY DOWNS DRVIE,
SUITE 300

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
Cogdell Spencer Inc. [CSA]

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
CFO, Senior VP, Secretary

6. Individual or Joint/Group Reporting

(check applicable line)

CHARLOTTE, NC 28209

____X____ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â Â	1,500	I	By Spouse
Common Stock	Â	Â	Â	Â Â Â Â	100	D	Â

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

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SEC 2270
(9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Puts, Calls, Warrants, Options, Convertible Securities, etc. (Instr. 3 and 4)
Partnership Units <u>(1)</u> <u>(2)</u> <u>(3)</u>	Â	Â	Â	Â	Â	Â	Common Stock	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
						<u>(1)(2)(3)</u>	<u>Â</u> <u>(1)(2)(3)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Handy Charles 4401 BARCLAY DOWNS DRVIE, SUITE 300 CHARLOTTE,Â NCÂ 28209	Â Â Â CFO, Senior VP, Secretary Â

Signatures

/s/ Charles M.
Handy
02/09/2009
Date

**Signature of
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) Although not a derivative security, Mr. Handy was granted 1,546 long term incentive plan units ("LTIP units") on July 1, 2008, pursuant to the Cogdell Spencer Inc. (the "Company") 2005 long-term stock incentive plan, all of which vested upon issuance. LTIP units may be convertible into limited partnership units ("OP units") in Cogdell Spencer LP (the "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"). LTIP units are convertible into OP units in the Operating Partnership on a one for one basis. On September 16, 2008, a Book-up Event occurred and all of the 9,383 vested LTIP units then held by Mr. Handy converted into 9,383 OP units.
- (2) 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.
- (3) Comprised of 88,850 OP units and 31,348 unvested LTIP units, which LTIP units will vest based on Company performance. Some or all of the 31,348 unvested LTIP units may in the future be converted into OP units, thereby increasing the number of OP units owned by Mr. Handy by the corresponding number of LTIP units converted into OP units.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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