SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person[*] Schwimmer Howard	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	3. Date of Earliest Transaction (Month/Day/Year) 11/08/2013	X Director 10% Owner X Officer (give title below) Other (specify below) Co-CEO, Co-President
(Street) LOS ANGELES CA 90025	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Operating Partnership Units[(1)]	[(2)]	11/08/2013		D[(3)]			4,643	09/24/2014	[(4)]	Common Stock, par value $0.01	4,643	[(5)]	409,295	D	

Explanation of Responses:

1. Represents common units of limited partnership interests ("OP Units") in Rexford Industrial Realty, L.P. (the "Operating Partnership"). Rexford Industrial Realty, Inc. (the "Issuer") is the general partner of 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 of the Issuer, or at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.

2. The OP Units are exchangeable for common stock of the Issuer on a one-for-one basis.

3. Represents OP Units returned to the Issuer pursuant to the accommodation between the Issuer and certain pre-initial public offering investors, as more fully described in the 8-K filed by the Issuer on October 30, 2013 (the "Accommodation").

4. N/A

5. 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.

/s/ Cher Riban, as attorney-in-fact   11/12/2013

** Signature of Reporting Person   Date