

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>ZIMAN RICHARD S</u> (Last) (First) (Middle) 11620 WILSHIRE BOULEVARD SUITE 1000 (Street) LOS ANGELES CA 90025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rexford Industrial Realty, Inc. [REXR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/26/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock, par value \$0.01	05/26/2020		A		2,507 ⁽¹⁾	A	\$0.00	14,904	D	
Common Stock, par value \$0.01								10,000	I	See Footnote ⁽²⁾
Common Stock, par value \$0.01								7,405	I	See Footnote ⁽³⁾

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
Operating Partnership Units ⁽⁴⁾	(5)	03/09/2020		G			10,000	(6)	(6)	Common Stock, par value \$0.01	10,000	\$0.00	52,246	D	
Operating Partnership Units ⁽⁴⁾	(5)							(6)	(6)	Common Stock, par value \$0.01	180,075		180,075	I	See Footnote ⁽⁷⁾
Operating Partnership Units ⁽⁴⁾	(5)							(6)	(6)	Common Stock, par value \$0.01	413		413	I	See Footnote ⁽⁸⁾

Explanation of Responses:

- Represents shares of restricted common stock issued to the Reporting Person pursuant to the Rexford Industrial Realty, Inc. Non-Employee Director Compensation Program, which will vest in full on the earlier of (i) the date of the annual meeting next following the grant date and (ii) the first anniversary of the grant date (May 26, 2021), subject to the Reporting Person's continued service.
- Represents shares of common stock held by the RSZ Trust, for which the Reporting Person is the trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- Represents shares of common stock held by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- Represents common units of limited partnership interest ("OP Units") in Rexford Industrial Realty, L.P. (the "Operating Partnership"). 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 of the Issuer, or at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.
- The OP Units are exchangeable for common stock of the Issuer on a one-for-one basis.
- n/a
- Represents OP Units held by the RSZ Trust, for which the Reporting Person is the trustee. The Reporting Person disclaims beneficial ownership of such OP Units, except to the extent of his pecuniary interest therein.
- Represents OP Units held by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of such OP Units, except to the extent of his pecuniary interest therein.

Remarks:

/s/ Cher Riban, as attorney-in-fact 05/28/2020

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.