

Cogdell Spencer Inc.  
Form 8-K  
July 14, 2008

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

**FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): July 8, 2008**

**Cogdell Spencer Inc.**  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation)

001-32649  
(Commission File  
Number)

20-3126457  
(IRS Employer  
Identification Number)

4401 Barclay Downs Drive,  
Suite 300  
Charlotte, North Carolina  
(Address of principal executive  
offices)

28209  
(Zip Code)

Registrant's telephone number, including area code: (704) 940-2900  
N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 1.01 Entry into a Material Definitive Agreement**

Please see item 5.02 below.

**ITEM 1.02 Termination of a Material Definitive Agreement**

Please see item 5.02 below.

**ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

As previously disclosed in the Form 8-K filed on June 3, 2008 by Cogdell Spencer Inc., on May 28, 2008 Cogdell Spencer Inc. and Cogdell Spencer LP (collectively, the Company ) and Heidi M. Wilson agreed to terminate her employment as Executive Vice President of the Company. On July 8, 2008, the Company entered into a separation and release agreement (the Separation Agreement ) with Mrs. Wilson terminating Mrs. Wilson's employment with the Company and which provides for, among other things, a special severance payment to Mrs. Wilson in the amount of \$400,000 less standard deductions and withholdings, payable within 30 days after July 16, 2008, the effective date of the Separation Agreement, provided that Mrs. Wilson does not revoke the Separation Agreement before midnight on July 15, 2008. The Separation Agreement includes mutual releases between the Company and Mrs. Wilson as well as certain negative and affirmative covenants, including covenants relating to non-disclosure by Mrs. Wilson of the Company's confidential information. The foregoing summary is qualified in its entirety by reference to the Separation Agreement, which is being filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**ITEM 9.01 Financial Statements and Exhibits**

Exhibit 10.1 Separation and Release Agreement, dated July 8, 2008, by and between Cogdell Spencer Inc., Cogdell Spencer LP and Heidi Wilson.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COGDELL SPENCER INC.

By: /s/ Frank C. Spencer  
Name: Frank C. Spencer  
Title: Chief Executive Officer and  
President

Date: July 14, 2008