

Urban Edge Properties  
Form 4  
March 16, 2015

**FORM 4**

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

OMB APPROVAL

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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).

**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 \*  
GRAPSTEIN STEVEN H

(Last) (First) (Middle)

C/O URBAN EDGE PROPERTIES, 888 SEVENTH AVENUE

(Street)

NEW YORK, NY 10106

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Urban Edge Properties [UE]

3. Date of Earliest Transaction (Month/Day/Year)  
03/12/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Deriva
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			Securit (Instr.		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units <u>(1)</u>	\$ 0 <u>(1)</u>	03/12/2015	A		8,389		<u>(1)</u>	<u>(1)</u>	Common Shares	8,389	<u>(1)</u>
Units <u>(2)</u>	\$ 0 <u>(2)</u>	03/12/2015	A		3,775		<u>(2)</u>	<u>(2)</u>	Common Shares	3,775	<u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAPSTEIN STEVEN H C/O URBAN EDGE PROPERTIES 888 SEVENTH AVENUE NEW YORK, NY 10106	X			

## Signatures

/s/ Donald P. Casey, Attorney in Fact	03/16/2015
<u>                                </u> **Signature of Reporting Person	Date

## 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).
- On March 12, 2015, the reporting person received a grant of LTIP Units ("LTIP Units") of Urban Edge Properties LP ("UELPLP"), the operating partnership of Urban Edge Properties ("UE"), pursuant to the terms of the Urban Edge Properties 2015 Omnibus Share Plan (the "Plan"). The LTIP Units are a class of units of UELPLP that, following the occurrence of certain events and upon vesting, are
- (1) convertible by the holder into an equivalent number of Common Partnership Units of UELPLP ("Common Units"). Common Units are redeemable by the holder for cash or, at UE's election, common shares, par value \$0.01 ("Common Shares") of UE on a one-for-one basis or the cash value of such shares. The LTIP Units vested on March 12, 2015, but are subject to restrictions on sale for so long as the reporting person serves as a Trustee on the UE Board of Trustees (except in certain specified circumstances).
- On March 12, 2015, the reporting person received a grant of LTIP Units of UELPLP pursuant to the terms of the Plan. The LTIP Units are a class of units of UELPLP that, following the occurrence of certain events and upon vesting, are convertible by the holder into an equivalent
- (2) number of Common Units of UELPLP. These LTIP Units vest on March 12, 2016, subject to continued service as a Trustee on the UE Board of Trustees. Common Units are redeemable by the holder for cash or, at UE's election, Common Shares of UE on a one-for-one basis or the cash value of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.