## Edgar Filing: Urban Edge Properties - Form 4

Urban Edge Pi Form 4	roperties										
March 16, 201	5										
FORM	4 UNITED	статес	SECU	DITIES /	AND FY	CHANCE		T	PPROVAL		
		SIAILS		shington				N OMB Number:	3235-0287		
Check this box   if no longer   subject to   Section 16.   Form 4 or   Form 5   Filed pursuant to Section 16(a) of the Securities Exchange Act of						Estimated burden hou response	urs per				
obligations may contin <i>See</i> Instruc 1(b).	Section 17(	a) of the 1	Public U	Jtility Hol	ding Co		of 1935 or Section				
(Print or Type Re	esponses)										
1. Name and Ada ROTH STEV	dress of Reporting EN	Person <sup>*</sup>	Symbol	er Name <b>an</b> Edge Proj			5. Relationship o Issuer	of Reporting Per	rson(s) to		
(Last)	(First) (I	Middle)		of Earliest T		-	(Che	eck all applicabl	e)		
C/O URBAN				Day/Year)	Tansaction		X Director Officer (giv below)	ve title 109 below)	% Owner eer (specify		
(Street)			4. If Amendment, Date Original			al	6. Individual or Joint/Group Filing(Check				
NEW YORK	, NY 10106		Filed(Mo	onth/Day/Yea	ır)		Applicable Line) _X_ Form filed by Form filed by Person	One Reporting P More than One R			
(City)	(State)	(Zip)	Tal	de I - Non-J	Derivative	Securities A	cquired, Disposed	of or Beneficia	llv Owned		
	. Transaction Date Month/Day/Year)	Execution any	ed Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed	ties (A) or of (D)			7. Nature of Indirect		
				Code V	Amount	(D) Price	(Insu: 5 and 4)				
Reminder: Repor	rt on a separate line				Perso inforr requi displa numb	ons who res nation cont red to respo ays a curren oer.	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm ntrol	SEC 1474 (9-02)		
	Tab					sposed of, or convertible s	Beneficially Owner securities)	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Num	iber 6.	Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Deri	vative Ex	piration Date	Underlying Securities	Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	,			(Month/Day/Year) (				Securit (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units (1)	\$ 0 <u>(1)</u>	03/12/2015		А		8,389		<u>(1)</u>	<u>(1)</u>	Common Shares	8,389	<u>(1)</u>
Units (2)	\$ 0 <u>(2)</u>	03/12/2015		А		3,775		(2)	(2)	Common Shares	3,775	<u>(2</u> )

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ROTH STEVEN C/O URBAN EDGE PROPERTIES 888 SEVENTH AVENUE NEW YORK, NY 10106	Х					
Signatures						
/s/ Donald P. Casey, Attorney in Fact	03/					
**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 ("UELP"), 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 UELP that, following the occurrence of certain events and upon vesting, are

convertible by the holder into an equivalent number of Common Partnership Units of UELP ("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 UELP pursuant to the terms of the Plan. The LTIP Units are a class of units of UELP that, following the occurrence of certain events and upon vesting, are convertible by the holder into an equivalent

(2) number of Common Units of UELP. 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.