

Brixmor Property Group Inc.
Form 4
March 03, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Finnegan Brian T

(Last) (First) (Middle)

C/O BRIXMOR PROPERTY
GROUP INC., 450 LEXINGTON
AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Brixmor Property Group Inc. [BRX]

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

03/01/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/01/2016		M		838 A <u>1</u>	66,234	D
Common Stock	03/01/2016		F		388 D \$ 23.8	65,846	D
Common Stock	03/01/2016		M		1,114 A <u>1</u>	66,960	D
Common Stock	03/01/2016		F		517 D \$ 23.8	66,443	D

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

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(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
LTIP Units	(2)	03/01/2016 ⁽³⁾		A		4,414 ⁽⁴⁾	(2)(4)	(2)(4)
Restricted Stock Units	(1)	03/01/2016 ⁽⁵⁾		A		1,111 ⁽⁶⁾	(6)	(6)
Restricted Stock Units	(1)	03/01/2016 ⁽⁵⁾		A		838 ⁽⁷⁾	(7)	(7)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Finnegan Brian T
C/O BRIXMOR PROPERTY GROUP INC.
450 LEXINGTON AVENUE
NEW YORK, NY 10017

See Remarks

Signatures

/s/ Steven F. Siegel, by power of attorney

03/03/2016

**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).

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- (1) Upon vesting, Restricted Stock Units convert into common stock on a one-for-one basis.
- Upon satisfaction of minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes and the expiration of a two year restricted period from the date of grant, each LTIP Unit may be converted, at the election of the holder, into a common unit of
- (2) Brixmor Operating Partnership LP. The common units of Brixmor Operating Partnership LP are redeemable for cash or, at the option of the Issuer, exchangeable for shares of common stock of the Issuer, on a one-for-one basis.
- (3) The date of the transaction represents the date on which certain performance criteria of a previously granted LTIP award were determined to have been satisfied.
- Represents the number of LTIP Units determined to have been earned based upon certain performance criteria, including dividend equivalent units deemed earned through the date such performance criteria were deemed satisfied, in respect of a grant on March 6, 2015.
- (4) Of the number of LTIP Units reported, 50% are vested, 25% are subject to additional time-based vesting criteria and will vest on January 1, 2017, subject to the continued employment of the reporting person through that date, and 25% are subject to additional time-based vesting criteria and will vest on January 1, 2018, subject to the continued employment of the reporting person through that date.
- (5) The date of the transaction represents the date on which the performance criteria of a previously granted performance share award were determined to have been satisfied.
- Represents the portion of the number of shares determined to have been earned based upon the performance criteria which are subject to
- (6) additional time-based vesting criteria. Of the number of Restricted Stock Units reported, 556 will vest on January 1, 2017 and 555 will vest on January 1, 2018, in each case subject to the continued employment of the reporting person through that date.
- Represents the portion of the number of shares determined to have been earned based upon the performance criteria which are subject to
- (7) additional time-based vesting criteria. All of the Restricted Stock Units reported will vest on January 1, 2017, subject to the continued employment of the reporting person through that date.

Remarks:

Executive Vice President, Leasing

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

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