

Brixmor Property Group Inc.
Form 4
July 07, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRUCE TIMOTHY J

(Last) (First) (Middle)

**C/O BRIXMOR PROPERTY
GROUP INC., 420 LEXINGTON
AVENUE**

(Street)

NEW YORK, NY 10170

(City) (State) (Zip)

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

Brixmor Property Group Inc. [BRX]

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

06/30/2014

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 ____ Other (specify
below) 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 | 06/30/2014 | | C | | 10,136 | A | <u>(1)</u> 202,915 <u>(2)</u> |

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

**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 control
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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)**

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| 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 Underlying Securities (Instr. 3 and 4) | | 8. D S (I | |
|---|---|---|---|---|--|--|-----|---|--------------------|--------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common stock of BPG Subsidiary Inc. | (3) | | | | | | | (3) | (3) | Common Stock | 62,054 |
| Common units of Brixmor Operating Partnership LP | (1) | | | | | | | (1) | (1) | Common Stock | 18,701 |
| Common units of Brixmor Operating Partnership LP | (1) | 06/30/2014 | | C | | 10,136 | | (1) | (1) | Common Stock | 10,136 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| BRUCE TIMOTHY J C/O BRIXMOR PROPERTY GROUP INC. 420 LEXINGTON AVENUE NEW YORK, NY 10170 | See Remarks |

Signatures

By: /s/ Steven F. Siegel, by power of attorney, Name: Steven F. Siegel, Title: Executive Vice President, General Counsel and Secretary 07/07/2014

**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).
- (1)

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Pursuant to the terms of the agreement of limited partnership of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, 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, from and after the first anniversary date of the closing of the Issuer's initial public offering.

- (2) Includes shares of restricted stock.

Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, shares of common stock of BPG

- (3) Subsidiary Inc. are exchangeable for shares of common stock of Brixmor Property Group Inc. (the "Issuer"), on a one-for-one basis, or, at the option of the Issuer, cash, from and after the first anniversary date of the closing of the Issuer's initial public offering.
- (4) Reflects 10,136 common units of Brixmor Operating Partnership LP held through intermediate investment vehicles.

Remarks:

Executive Vice President, Leasing and Redevelopment

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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