

BioMed Realty Trust Inc  
 Form 4  
 January 29, 2016

**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 \*  
 Gold Alan D

(Last) (First) (Middle)  
 17190 BERNARDO CENTER DRIVE  
 (Street)

SAN DIEGO, CA 92128

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 BioMed Realty Trust Inc [BMR]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/27/2016

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)  
 Chairman, President and CEO

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/27/2016		D <sup>(1)</sup>		555,433	D	\$ 23.8239
							0
							<u>(1)</u>

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)**

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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	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Limited Partnership Units	(2)	01/27/2016		D(4)	17,144	10/01/2005	(3)	Common Stock	17,144
Limited Partnership Units	(2)	01/27/2016		D(4)	161,894	10/01/2005	(3)	Common Stock	161,894
Limited Partnership Units	(2)	01/27/2016		D(4)	928,098	10/01/2005	(3)	Common Stock	928,098
LTIP Units (5)	(5)	01/27/2016		D(8)	52,500	(6)	(7)	Common Stock	52,500
LTIP Units (5)	(5)	01/27/2016		D(4)	12,950	(6)	(7)	Common Stock	12,950
Limited Partnership Units	(2)	01/27/2016		D(4)	56,822	10/01/2005	(3)	Common Stock	56,822
Limited Partnership Units	(2)	01/27/2016		D(4)	56,822	10/01/2005	(3)	Common Stock	56,822

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gold Alan D 17190 BERNARDO CENTER DRIVE SAN DIEGO, CA 92128	X		Chairman, President and CEO	

## Signatures

/s/ Jonathan P. Klassen,  
Attorney-in-fact

01/29/2016

\*\*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).

(1) In connection with the merger of BioMed Realty Trust, Inc. (the "Company") with and into BRE Edison L.P., an affiliate of The Blackstone Group L.P. and the Agreement and Plan of Merger, dated as of October 7, 2015, among the Company, BioMed Realty, L.P. (the "Operating Partnership") and affiliates of The Blackstone Group L.P., each holder of shares of common stock of the Company received \$23.8239 in cash in exchange for each such share.

(2) Limited Partnership Units in the Operating Partnership. Limited Partnership Units are redeemable for cash based upon the fair market value of an equivalent number of shares of common stock of the Company or, at the election of the Company, shares of the Company's common stock on a 1-for-1 basis.

(3) The Limited Partnership Units have no expiration date.

(4) In connection with the merger of BRE Edison Acquisition L.P., an affiliate of The Blackstone Group L.P., with and into the Operating Partnership, and the Agreement and Plan of Merger, dated as of October 7, 2015, among the Company, the Operating Partnership and affiliates of The Blackstone Group L.P., the Reporting Person's Limited Partnership Units and certain of the Reporting Person's LTIP Units were converted into 5.5% Series B Cumulative Preferred Units of the surviving partnership in the merger on a one-for-one basis.

(5) Profits interest units of the Operating Partnership. The LTIP Units are subject to time-based restrictions.

(6) Upon the occurrence of certain "triggering events," the LTIP Units can over time achieve full parity with common units of the Operating Partnership for all purposes. If such parity is reached, vested LTIP Units convert to common units of the Operating Partnership.

(7) The LTIP Units do not have an expiration date.

(8) In connection with the merger of BRE Edison Acquisition L.P., an affiliate of The Blackstone Group L.P., with and into the Operating Partnership, and the Agreement and Plan of Merger, dated as of October 7, 2015, among the Company, the Operating Partnership and affiliates of The Blackstone Group L.P., the Reporting Person received \$23.8239 in cash in exchange for certain LTIP Units held by the Reporting Person.

(9) An irrevocable trust of which a family member of the reporting person is a trustee and of which one of the reporting person's adult children is the sole beneficiary.

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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