### Edgar Filing: Brixmor Property Group Inc. - Form 4

Brixmor Property Group Inc.							
Form 4 March 03, 2016							
						PPROVAL	
UNITED	N OMB Number:	3235-0287					
Section 16. Form 4 or		S	DWNERSHIP OF Estimated average burden hours per response				
abligations I filed put	(a) of the Public U 30(h) of the I		Company Act	of 1935 or Secti			
(Print or Type Responses)							
1. Name and Address of Reporting Singh Carolyn Carter	Symbol	er Name <b>and</b> Ticke or Property Grou		5. Relationship o Issuer	of Reporting Per eck all applicabl		
(Last) (First) ( C/O BRIXMOR PROPERTY GROUP INC., 450 LEXING AVENUE	(Month/ Y 03/01/	of Earliest Transact /Day/Year) 2016	Director 10% Owner XOfficer (give title Other (specify below) below) See Remarks				
(Street) NEW YORK, NY 10017		nendment, Date Orig onth/Day/Year)	çinal	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip) Tal	ble I - Non-Derivat	ive Securities A	Acquired, Disposed	of. or Beneficia	llv Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed	3.4. SecTransactionAcquiCodeDispon	urities red (A) or sed of (D) 3, 4 and 5) (A) or	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	
Reminder: Report on a separate line	e for each class of sec	curities beneficially	owned directly	or indirectly.	ection of	SEC 1474	
		inf rec dis	ormation cont juired to resp	tained in this forn ond unless the fo ntly valid OMB co	n are not rm	(9-02)	
Tab	le II - Derivative Se ( <i>e.g.</i> , puts, cal	curities Acquired, lls, warrants, option			d		

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivation	ve Expiration Date	Underlying Securities	Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 5	8)			(Month/Day/Year) (Instr. 3 and 4)		4)	Securit (Instr.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units	<u>(1)</u>	03/01/2016(2)		А		5,220 (3)		(1)(3)	(1)(3)	Common Stock	5,220	\$ (
LTIP Units	<u>(1)</u>	03/01/2016(2)		А		6,718 (4)		(1)(4)	(1)(4)	Common Stock	6,718	\$ (

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Singh Carolyn Carter C/O BRIXMOR PROPERTY GROUP INC. 450 LEXINGTON AVENUE NEW YORK, NY 10017			See Remarks			
Signatures						
/s/ Steven F. Siegel, by power of attorney	03/03/2	016				
**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).

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

- (1) a two year restricted period from the date of grant, each LTH offit may be converted, at the electron of the holder, into a common unit of 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.
- (2) 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 18,

(3) contraction of the number of LTIP Units reported, 50% are vested and 50% 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.

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.

### **Remarks:**

#### Executive Vice President, Human Resources & Administration

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.