

Brixmor Property Group Inc.
Form 4
February 25, 2015

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 *
BERNSTEIN DEAN

(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)

02/24/2015

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 Ownership (Instr. 4)
Common Stock	02/24/2015 ⁽¹⁾		A	(A) or (D) 3,301 (2)	268,270	D	
Common Stock	02/24/2015		F	1,394 D \$ 25.44	266,876	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(3)	02/24/2015 ⁽¹⁾		A	3,298 ⁽⁴⁾	(4) (4)	Common Stock	3,298

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BERNSTEIN DEAN
C/O BRIXMOR PROPERTY GROUP INC.,
420 LEXINGTON AVENUE
NEW YORK, NY 10170

See Remarks

Signatures

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

02/25/2015

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) 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.

(2) Represents the vested portion of the number of shares determined to have been earned based upon the performance criteria.

(3) Upon vesting, Restricted Stock Units convert into common stock on a one-for-one basis.

(4) Represents the portion of the number of shares determined to have been earned based upon the performance criteria which are subject to additional time-based vesting criteria. These Restricted Stock Units will vest on January 1, 2016, subject to the continued employment of the reporting person through that date.

Remarks:

Executive Vice President, Acquisitions and Dispositions

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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