

Brixmor Property Group Inc.
Form 4
July 15, 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 *
Singh Carolyn Carter

(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)

07/15/2016

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 ____ 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	(D)	Price

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LTIP Units	<u>(1)</u>	07/15/2016	<u>J</u> ⁽²⁾		20 <u>(2)</u>		<u>(1)</u> ⁽²⁾	<u>(1)</u> ⁽²⁾	Common Stock	20
LTIP Units	<u>(1)</u>	07/15/2016	<u>J</u> ⁽³⁾		26 (3)		<u>(1)</u> ⁽³⁾	<u>(1)</u> ⁽³⁾	Common Stock	26
										\$ 0
										\$ 0

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
07/15/2016
**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) 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 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) Represents the accrual of additional LTIP Units upon the reinvestment of dividend equivalents earned on 2,448 LTIP Units previously earned under a performance award granted on March 18, 2014. The additional units 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.

(3) Represents the accrual of additional LTIP Units upon the reinvestment of dividend equivalents earned on 3,249 unvested LTIP Units previously earned under a performance award granted on March 6, 2015. Of the additional LTIP Units reported, 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, and 50% 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:

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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.

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