

Taylor James M Jr
Form 4
January 03, 2019

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 *
Taylor James M Jr

(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)

01/01/2019

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 below) ____ Other (specify
below)

President & CEO

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 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	01/01/2019		M		3,910	A <u>11</u>	232,294 D
Common Stock	01/01/2019		F		2,048 <u>(2)</u>	D \$ 14.69	230,246 D
Common Stock	01/01/2019		M		14,160	A <u>11</u>	244,406 D
Common Stock	01/01/2019		F		7,534 <u>(2)</u>	D \$ 14.69	236,872 D
Common Stock	01/01/2019		M		25,285	A <u>11</u>	262,157 D

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Common Stock	01/01/2019	F	13,456 (2)	D	\$ 14.69	248,701	D
Common Stock	01/01/2019	F	26,375 (2)	D	\$ 14.69	222,326	D

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

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(9-02)

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. De
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Se
Restricted Stock Units	(1)	01/01/2019		M	3,910	(3)	(3)	Common Stock	3,910	(In
Restricted Stock Units	(1)	01/01/2019		M	14,160	(3)	(3)	Common Stock	14,160	
Restricted Stock Units	(1)	01/01/2019		M	25,285	(4)	(4)	Common Stock	25,285	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Taylor James M Jr C/O BRIXMOR PROPERTY GROUP INC. 450 LEXINGTON AVENUE NEW YORK, NY 10017	President & CEO

Signatures

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

01/03/2019

__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) Restricted Stock Units ("RSUs") convert into common stock on a one-for-one basis.
- (2) Reflects shares of common stock surrendered to the Issuer to satisfy tax withholding obligations in connection with the vesting of RSUs.
- (3) Represents the number of shares earned based upon performance criteria and subject to additional service vesting that vested on January 1, 2019.
- (4) Represents the number of service-vesting units that vested on January 1, 2019.

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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