Brixmor Property Group Inc.

Form 4

March 02, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Singh Carolyn Carter | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|---------|----------|--|---|--|--|
| | | | Brixmor Property Group Inc. [BRX] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| C/O BRIXMOR PROPERTY GROUP INC., 450 LEXINGTON AVENUE | | | (Month/Day/Year) 02/28/2017 | Director 10% Owner X Officer (give title Other (specify below) See Remarks | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| NEW YORK, NY 10017 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) (| Zip) Table | e I - Non-D | erivative | Secur | rities Acq | uired, Disposed o | f, or Beneficial | y 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) | (Instr. 3, | ispose 4 and (A) or | d of (D) 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) |
| Common Stock | 02/28/2017 | | Code V A | Amount 4,620 | (D) | Price (1) | 195,459 | D | |
| Common Stock | 02/28/2017 | | F | 1,891 | D | \$ 23.34 | 193,568 | D | |

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

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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. Transacti Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer Expiration D (Month/Day | ate | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8 II S (|
|---|---|---|---|---------------------------------------|---|--|--------------------|---|-------------------------------------|----------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| LTIP Units | (2) | 02/28/2017(3) | | A | 10,162 (4) | (2)(4) | (2)(4) | Common Stock | 10,162 | |
| Restricted Stock Units | (1) | 02/28/2017(5) | | A | 4,621 (6) | <u>(6)</u> | <u>(6)</u> | Common Stock | 4,621 | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Singh Carolyn Carter C/O BRIXMOR PROPERTY GROUP INC. 450 LEXINGTON AVENUE

See Remarks

De Se

Signatures

NEW YORK, NY 10017

/s/ Steven F. Siegel, by power of attorney 03/02/2017

**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 vesting, Restricted Stock Units convert into common stock on a one-for-one basis.
- 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 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.
- (3) 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.
- (4) 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, 2014. 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, 2018, 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, 2019, subject to the continued employment of the reporting person through that

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date.

- (5) 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.
- Represents the portion of the number of shares determined to have been earned based upon the performance criteria which are subject to (6) additional time-based vesting criteria. Of the number of Restricted Stock Units reported, 2,310 will vest on January 1, 2018 and 2,311 will vest on January 1, 2019, in each case subject to the continued employment of the reporting person through that date.

Remarks:

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.