

Taylor James M Jr
Form 4
January 03, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Taylor James M Jr

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 (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O BRIXMOR PROPERTY GROUP INC., 450 LEXINGTON AVENUE

01/01/2019

President & CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

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

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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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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (1) | 01/01/2019 | | M | 3,910 | (3) (3) | Common Stock | 3,910 |
| 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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