

Brixmor Property Group Inc.  
Form 4  
July 07, 2014

**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 \*  
**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)

**06/30/2014**

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)

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)
			Code	V	Amount	(D)	Price
Common Stock	06/30/2014		C		10,136	A	<u>(1)</u> 202,915 <u>(2)</u>

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

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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)**

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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	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
Common stock of BPG Subsidiary Inc.	(3)					(3) (3)	Common Stock	62,054
Common units of Brixmor Operating Partnership LP	(1)					(1) (1)	Common Stock	12,802
Common units of Brixmor Operating Partnership LP	(1)	06/30/2014		C	10,136	(1) (1)	Common Stock	10,136

## 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

By: /s/ Steven F. Siegel, by power of attorney, Name: Steven F. Siegel, Title: Executive Vice President, General Counsel and Secretary 07/07/2014

\*\*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)

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Pursuant to the terms of the agreement of limited partnership of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, 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, from and after the first anniversary date of the closing of the Issuer's initial public offering.

(2) Includes shares of restricted stock.

Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, shares of common stock of BPG

(3) Subsidiary Inc. are exchangeable for shares of common stock of Brixmor Property Group Inc. (the "Issuer"), on a one-for-one basis, or, at the option of the Issuer, cash, from and after the first anniversary date of the closing of the Issuer's initial public offering.

(4) Reflects 10,136 common units of Brixmor Operating Partnership LP held through intermediate investment vehicles.

### **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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