

Brixmor Property Group Inc.  
Form 4  
March 02, 2017

**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 \*  
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)

02/28/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/28/2017                           |  | A                              | 4,620   | A 11  | 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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SEC 1474 (9-02)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| LTIP Units                                 | (2)  | 02/28/2017(3)                        |  | A                              | 10,162<br>(4)   | (2)(4)<br>(2)(4)   | Common Stock  | 10,162                        |
| Restricted Stock Units                     | (1)  | 02/28/2017(5)                        |  | A                              | 4,621<br>(6)  | (6)<br>(6)   | Common Stock  | 4,621                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |             |
|---|---------------|-----------|---------|-------------|
|   | Director      | 10% Owner | Officer | Other       |
| Singh Carolyn Carter<br>C/O BRIXMOR PROPERTY GROUP INC.<br>450 LEXINGTON AVENUE<br>NEW YORK, NY 10017 |               |           |         | See Remarks |

## Signatures

/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.

(2) 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.

(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.

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