

Brixmor Property Group Inc.  
Form 4  
March 03, 2016

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cathers Michael E.

(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)

03/01/2016

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 \_\_\_\_ Other (specify  
below) below)  
Interim CAO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/01/2016		M		559 A <u>1</u>	1,074	D
Common Stock	03/01/2016		F		204 D \$ 23.8	870	D
Common Stock	03/01/2016		M		744 A <u>1</u>	1,614	D
Common Stock	03/01/2016		F		273 D \$ 23.8	1,341	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(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. Price of Derivative Security (Instr. 3)
				Code	V	(A)	(D)	
Restricted Stock Units	<u>(1)</u>	03/01/2016 <u>(2)</u>		A		<u>(3)</u>	<u>(3)</u>	Common Stock
								741
Restricted Stock Units	<u>(1)</u>	03/01/2016 <u>(2)</u>		A		<u>(4)</u>	<u>(4)</u>	Common Stock
								558

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cathers Michael E. C/O BRIXMOR PROPERTY GROUP INC. 450 LEXINGTON AVENUE NEW YORK, NY 10017			Interim CAO	

## Signatures

/s/ Steven F. Siegel, by power of attorney  
03/03/2016

\*\*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)

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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
- (3) additional time-based vesting criteria. Of the number of Restricted Stock Units reported, 371 will vest on January 1, 2017 and 370 will vest on January 1, 2018, in each case subject to the continued employment of the reporting person through that date.

- Represents the portion of the number of shares determined to have been earned based upon the performance criteria which are subject to
- (4) additional time-based vesting criteria. All of the Restricted Stock Units reported will vest on January 1, 2017, subject to the continued employment of the reporting person through that date.

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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