

SIEGEL STEVEN F  
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 \*  
SIEGEL STEVEN F

(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)

01/01/2019

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 or Price		
Common Stock	01/01/2019		M		5,934 A <u>11</u>	334,973	D
Common Stock	01/01/2019		F		3,101 <u>(2)</u> D \$ 14.69	331,872	D
Common Stock	01/01/2019		M		5,699 A <u>11</u>	337,571	D
Common Stock	01/01/2019		F		2,818 <u>(2)</u> D \$ 14.69	334,753	D
Common Stock	01/01/2019		M		4,364 A <u>11</u>	339,117	D

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Common Stock	01/01/2019	F	2,031 (2)	D	\$ 14.69	337,086	D
Common Stock	01/01/2019	M	6,953	A	14	344,039	D
Common Stock	01/01/2019	F	3,265 (2)	D	\$ 14.69	340,774	D

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

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(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. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	14	01/01/2019		M	5,934	(3) (3)	Common Stock	5,934	
Restricted Stock Units	14	01/01/2019		M	5,699	(3) (3)	Common Stock	5,699	
Restricted Stock Units	14	01/01/2019		M	4,364	(3) (3)	Common Stock	4,364	
Restricted Stock Units	14	01/01/2019		M	6,953	(4) (4)	Common Stock	6,953	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SIEGEL STEVEN F  
C/O BRIXMOR PROPERTY GROUP INC.  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017

See Remarks

## Signatures

/s/ Steven F.  
Siegel

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.

### Remarks:

Remarks: Executive Vice President, General Counsel

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.