

Horgan Mark
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 *
Horgan Mark

(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)

05/20/2017

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)
EVP, Chief Investment Officer

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	05/20/2017		F	3,950	D \$ 18.65	61,838	D
Common Stock	01/01/2019		M	2,713	A 11	64,551	D
Common Stock	01/01/2019		F	1,064 (2)	D \$ 14.69	63,487	D
Common Stock	01/01/2019		M	4,719	A 11	68,206	D
Common Stock	01/01/2019		F	1,851 (2)	D \$ 14.69	66,355	D

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Common Stock	01/01/2019	M	8,428	A	<u>(1)</u>	74,783	D	
Common Stock	01/01/2019	F	<u>2,907</u> <u>(2)</u>	D	\$	14.69	71,876	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. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	<u>(1)</u>	01/01/2019		M	2,713	<u>(3)</u>	<u>(3)</u>	Common Stock	2,713
Restricted Stock Units	<u>(1)</u>	01/01/2019		M	4,719	<u>(3)</u>	<u>(3)</u>	Common Stock	4,719
Restricted Stock Units	<u>(1)</u>	01/01/2019		M	8,428	<u>(4)</u>	<u>(4)</u>	Common Stock	8,428

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Horgan Mark C/O BRIXMOR PROPERTY GROUP INC. 450 LEXINGTON AVENUE NEW YORK, NY 10017			EVP, Chief Investment Officer	

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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