McDevitt Matthew G Form 4 June 17, 2009

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad McDevitt Ma	_	rting Person *	2. Issuer Name and Ticker or Trading Symbol BioMed Realty Trust Inc [BMR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(====== an appneaete)			
			(Month/Day/Year)	Director 10% Owner			
17190 BERNARDO CENTER DRIVE (Street)			06/15/2009	_X_ Officer (give title Other (specify below) EVP, Acquisitions & Leasing			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
			Filed(Month/Day/Year)				
SAN DIEGO, CA 92128				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or			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)
Common Stock	06/15/2009		C	44,541	A	<u>(1)</u>	104,541	D	
Common Stock	06/15/2009		S	44,541	D	\$ 10.0739 (2)	60,000	D	
Common Stock	06/15/2009		C	43,659	A	<u>(3)</u>	61,659	I	By Wife

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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displays a currently valid OMB control number.

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Limited Partnership Units	<u>(4)</u>	06/15/2009		C(1)	44,541	08/11/2005	<u>(5)</u>	Common Stock	44,541
Limited Partnership Units	<u>(4)</u>	06/15/2009		C(3)	43,659	08/11/2005	<u>(5)</u>	Common Stock	43,659
LTIP Units (7)	<u>(7)</u>					(8)	(9)	Common Stock	125,012

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McDevitt Matthew G 17190 BERNARDO CENTER DRIVE SAN DIEGO, CA 92128

EVP, Acquisitions & Leasing

Signatures

Jonathan P. Klassen, Attorney-in-Fact 06/17/2009

**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).
- The reporting person redeemed 44,541 Limited Partnership Units of BioMed Realty, L.P. (the "Operating Partnership"), which BioMed Realty Trust, Inc. (the "Company") elected to redeem in shares of common stock of the Operating Partnership. Limited Partnership Units of the Operating Partnership may be redeemed for cash in an amount equal to the then fair value of an equal number of shares of common stock or converted into an equal number of shares of common stock, as determined by the Company.
- Reflects multiple sales transactions at share prices ranging from \$10.00 to \$10.14. Upon request by the Securities and Exchange (2) Commission staff, the Company or a security holder of the Company, full information shall be provided regarding the number of shares sold at each price.

Reporting Owners 2

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- (3) The reporting person's wife redeemed 43,659 Limited Partnership Units of the Operating Partnership, which the Company elected to redeem in shares of common stock of the Company. Limited Partnership Units of the Operating Partnership may be redeemed for cash in an amount equal to the then fair value of an equal number of shares of common stock or converted into an equal number of shares of common stock, as determined by the Company.
- Limited Partnership Units in the Operating Partnership. Limited Partnership Units are redeemable for cash based upon the fair market value of an equivalent number of shares of common stock of the Company, or, at the election of the Company, shares of the Company's common stock on a 1-for-1 basis.
- (5) The Limited Partnership Units do not have an expiration date.
- The Limited Partnership Units were received in exchange for the direct or indirect contribution to the Operating Partnership of certain partnership, membership or ownership interests in certain partnerships, limited liability companies and corporations which own, directly or indirectly, certain properties in Pennsylvania.
- (7) Profits interest units of the Operating Partnership. The LTIP Units are subject to time-based restrictions.
 - The LTIP units are subject to time-based restrictions. Upon the occurrence of certain "triggering events," the LTIP Units can over time achieve full parity with common units of the Operating Pertnership for all purposes, and therefore accrete to an economic value
- (8) equivalent to one share of common stock of the Company on a one-for-one basis. If such parity is reached, vested LTIP Units convert to common units of the Operating Partnership and then may be redeemed for cash in an amount equal to the then fair value of an equal number of shares of common stock or converted into an equal number of shares of common stock, as determined by the Company.
- (9) The LTIP Units do not have an expiration date.

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.