McDevitt Matthew G Form 4 January 14, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

0.5

Check this box

if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

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OMB APPROVAL

Form 4 or Form 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 Address of Reporting Person * McDevitt Matthew G

2. Issuer Name and Ticker or Trading Symbol BioMed Realty Trust Inc [BMR] 5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner

17190 BERNARDO CENTER

DRIVE

(Month/Day/Year)

01/14/2013

X_ Officer (give title Other (specify below)

Executive VP, Real Estate

4. If Amendment, Date Original

Code

(Instr. 8)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN DIEGO, CA 92128

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

Reported

Owned Following

Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(1)

(A)

Disposed of (D)

(Instr. 3, 4 and 5)

Common Stock

Security

(Instr. 3)

01/14/2013

 \mathbf{C} 6,346 Α

163,866

D

(Instr. 4)

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

(Month/Day/Year)

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)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (2)	<u>(1)</u>	01/14/2013		C(1)	6,346	(3)	<u>(4)</u>	Common Stock	6,346	\$0.

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Executive VP, Real Estate

Signatures

Jonathan P. Klassen, Attorney-At-Law

01/14/2013

**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 6,346 LTIP 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 Company. These LTIP Units achieved full parity with common units of the Operating Partnership, which 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.
- (2) Profits interest units of the Operating Partnership.
 - 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 Partnership for all purposes, and therefore accrete to an economic value
- (3) 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.
- (4) The Limited Partnership Units have no expiration date.
- (5) These LTIP Units were granted on January 30, 2008 pursuant to the 2004 Incentive Award Plan of the Company and the Operating Partnership.

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.

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