

Finnegan Brian T
 Form 4
 January 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Finnegan Brian T

(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)

01/01/2018

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	01/01/2018		M		556 A <u>11</u>	80,420	D
Common Stock	01/01/2018		F		234 <u>(2)</u> D \$ 18.66	80,186	D
Common Stock	01/01/2018		M		2,947 A <u>11</u>	83,133	D
Common Stock	01/01/2018		F		1,243 <u>(2)</u> D \$ 18.66	81,890	D
Common Stock	01/01/2018		M		1,420 A <u>11</u>	83,310	D

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Common Stock 01/01/2018 F 599 ⁽²⁾ D \$ 18.66 82,711 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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	01/01/2018		M	556	<u>(3)</u>	<u>(3)</u>	Common Stock	556
Restricted Stock Units	<u>(1)</u>	01/01/2018		M	2,947	<u>(3)</u>	<u>(3)</u>	Common Stock	2,947
Restricted Stock Units	<u>(1)</u>	01/01/2018		M	1,420	<u>(3)</u>	<u>(3)</u>	Common Stock	1,420

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Finnegan Brian T
C/O BRIXMOR PROPERTY GROUP INC.
450 LEXINGTON AVENUE
NEW YORK, NY 10017

See Remarks

Signatures

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

01/03/2018

__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 convert into common stock on a one-for-one basis.
- (2) Reflects common shares surrendered to the Issuer to satisfy tax withholding obligations in connection with the vesting of restricted stock units.
- (3) Represents the number of shares earned based upon performance criteria and subject to additional service vesting that vested on January 1, 2018.

Remarks:

Executive Vice President, Leasing

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