

Singh Carolyn Carter
Form 4
January 03, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Singh Carolyn Carter

(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)

02/27/2018

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 ____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/27/2018 | | A | | 3,541 A <u>11</u> | 229,873 | D |
| Common Stock | 02/27/2018 | | F | | 1,198 <u>(2)</u> D \$ 15.39 | 228,675 | D |
| Common Stock | 01/01/2019 | | M | | 1,769 A <u>11</u> | 230,044 | D |
| Common Stock | 01/01/2019 | | F | | 769 <u>(2)</u> D \$ 14.69 | 229,675 | D |
| Common Stock | 01/01/2019 | | M | | 3,161 A <u>11</u> | 232,836 | D |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|------------|---------|---|-------------------|
| Common Stock | 01/01/2019 | F | <u>1,290</u> (2) | D | \$ 14.69 | 231,546 | D | |
| Common Stock | 01/01/2019 | M | 2,311 | A | <u>(1)</u> | 233,857 | D | |
| Common Stock | 01/01/2019 | F | <u>1,004</u> (2) | D | \$ 14.69 | 232,853 | D | |
| Common Stock | 01/01/2019 | M | 3,173 | A | <u>(1)</u> | 236,026 | D | |
| Common Stock | 01/01/2019 | F | <u>1,380</u> (2) | D | \$ 14.69 | 234,646 | D | |
| Common Stock | | | | | | 1,000 | I | By Husband in IRA |

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

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.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | <u>(1)</u> | 02/27/2018 ⁽³⁾ | | A | 3,541 (4) | <u>(4)</u> <u>(4)</u> | Common Stock | 3,541 |
| Restricted Stock Units | <u>(1)</u> | 03/01/2018 | | A | 9,481 | <u>(5)</u> <u>(5)</u> | Common Stock | 9,481 |
| Restricted Stock Units | <u>(1)</u> | 01/01/2019 | | M | 1,769 | <u>(6)</u> <u>(6)</u> | Common Stock | 1,769 |
| Restricted Stock Units | <u>(1)</u> | 01/01/2019 | | M | 3,173 | <u>(6)</u> <u>(6)</u> | Common Stock | 3,173 |

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| | | | | | | | | |
|------------------------|-----|------------|---|-------|-----|-----|--------------|-------|
| Restricted Stock Units | (1) | 01/01/2019 | M | 2,311 | (6) | (6) | Common Stock | 2,311 |
| Restricted Stock Units | (1) | 01/01/2019 | M | 3,161 | (7) | (7) | Common Stock | 3,161 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Singh Carolyn Carter C/O BRIXMOR PROPERTY GROUP INC. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | | | See Remarks |

Signatures

/s/ Steven F. Siegel, by power of attorney
01/03/2019

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) The date of the transaction represents the date on which the performance criteria of a previously granted performance share award were determined to have been satisfied.
Represents the portion of the number of shares determined to have been earned based upon the performance criteria which are subject to additional time-based vesting criteria. Of the number of Restricted Stock Units reported, 1,769 will vest on January 1, 2019 and 1,769 will vest on January 1, 2020, in each case subject to the continued employment of the reporting person through that date.
- (5) The restricted stock units vest ratably over three years beginning January 1, 2019.
- (6) Represents the number of shares earned based upon performance criteria and subject to additional service vesting that vested on January 1, 2019.
- (7) Represents the number of service-vesting units that vested on January 1, 2019.

Remarks:

Executive Vice President, Chief Talent Officer

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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