

BioMed Realty Trust Inc  
 Form 4  
 January 29, 2016

**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 \*  
 Kreitzer Gary A

(Last) (First) (Middle)  
 17190 BERNARDO CENTER DRIVE  
 (Street)

SAN DIEGO, CA 92128

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 BioMed Realty Trust Inc [BMR]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/27/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Exec VP and Assistant Sec

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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  | (D)  | Price   |
| Common Stock                    | 01/27/2016                           |  | D <sup>(1)</sup>               |   | 66,035  | D  | \$ 23.8239  |
|                                 |                                      |  |                                |   |   |  | <sup>(1)</sup>  |

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

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SEC 1474 (9-02)

**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. 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Limited Partnership Units                  | (2)  | 01/27/2016                           |  | D(4)                           | 11,309  | 08/11/2005   | (3)   | Common Stock | 11,309                     |
| Limited Partnership Units                  | (2)  | 01/27/2016                           |  | D(4)                           | 98,406  | 08/11/2005   | (3)   | Common Stock | 98,406                     |
| Limited Partnership Units                  | (2)  | 01/27/2016                           |  | D(4)                           | 80,000  | 08/11/2005   | (3)   | Common Stock | 80,000                     |
| Limited Partnership Units                  | (2)  | 01/27/2016                           |  | D(4)                           | 642,258   | 08/11/2005   | (3)   | Common Stock | 642,528                    |
| LTIP Units (5)                             | (5)  | 01/27/2016                           |  | D(4)                           | 35,879  | (6)  | (7)   | Common Stock | 35,879                     |

Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Kreitzer Gary A<br>17190 BERNARDO CENTER DRIVE<br>SAN DIEGO, CA 92128 | X             |           | Exec VP and Assistant Sec |       |

Signatures

/s/ Jonathan P. Klassen, 01/29/2016  
 Attorney-in-fact Date  
 \*\*Signature of Reporting Person

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) In connection with the merger of BioMed Realty Trust, Inc. (the "Company") with and into BRE Edison L.P., an affiliate of The Blackstone Group L.P. and the Agreement and Plan of Merger, dated as of October 7, 2015, among the Company, BioMed Realty, L.P. (the "Operating Partnership") and affiliates of The Blackstone Group L.P., each holder of shares of common stock of the Company received \$23.8239 in cash in exchange for each such share.
- (2) 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.

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- (3) The Limited Partnership Units have no expiration date.

In connection with the merger of BRE Edison Acquisition L.P., an affiliate of The Blackstone Group L.P., with and into the Operating Partnership, and the Agreement and Plan of Merger, dated as of October 7, 2015, among the Company, the Operating Partnership and affiliates of The Blackstone Group L.P., the Reporting Person's Limited Partnership Units and LTIP Units were converted into 5.5% Series B Cumulative Preferred Units of the surviving partnership in the merger on a one-for-one basis.

- (5) Profits interest units of the Operating Partnership. The LTIP Units are subject to time-based restrictions.

- (6) 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. If such parity is reached, vested LTIP Units convert to common units of the Operating Partnership.

- (7) 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.

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