

Brixmor Property Group Inc.  
Form 4  
March 02, 2017

**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 \*  
Cathers Michael E.

(Last) (First) (Middle)

C/O BRIXMOR PROPERTY GROUP, INC., 420 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Brixmor Property Group Inc. [BRX]

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

01/01/2017

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)  
Interim CAO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/01/2017		M		369 A <u>11</u>	1,710	D
Common Stock	01/01/2017		F		134 D \$ 24.42	1,576	D
Common Stock	01/01/2017		M		558 A <u>11</u>	2,134	D
Common Stock	01/01/2017		F		204 D \$ 24.42	1,930	D
Common Stock	02/28/2017		A		4,751 A <u>11</u>	6,681	D

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Common Stock      02/28/2017      F      1,602      D      \$ 23.34      5,079      D

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

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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
Restricted Stock Units	<u>(1)</u>	02/28/2017 <sup>(2)</sup>		A	4,751 <u>(3)</u>	<u>(3)</u> <u>(3)</u>	Common Stock	4,751
Restricted Stock Units	<u>(1)</u>	01/01/2017		M	369	<u>(4)</u> <u>(4)</u>	Common Stock	369
Restricted Stock Units	<u>(1)</u>	01/01/2017		M	558	<u>(4)</u> <u>(4)</u>	Common Stock	558

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cathers Michael E. C/O BRIXMOR PROPERTY GROUP, INC. 420 LEXINGTON AVENUE NEW YORK, NY 10170			Interim CAO	

## Signatures

/s/ Steven F. Siegel, by power of attorney      03/02/2017

\*\*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) Upon vesting, Restricted Stock Units convert into common stock on a one-for-one basis.
- (2) 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, 2,375 will vest on January 1, 2018 and 2,376 will vest on January 1, 2019, in each case subject to the continued employment of the reporting person through that date.
- (3) Represents the number of shares earned based upon performance criteria and subject to additional service vesting that vested on January 1, 2017.
- (4)

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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