BioMed Realty Trust Inc Form 3 February 18, 2015

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement BioMed Realty Trust Inc [BMR] A Sztraicher Karen A (Month/Day/Year) 02/10/2015 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 17190 BERNARDO CENTER (Check all applicable) **DRIVE** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting EVP, Asset Management Person SAN DIEGO, CAÂ 92128 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 104,850 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

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

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 6. Nature of Indirect (Instr. 4) **Expiration Date** Securities Underlying Conversion Ownership Beneficial Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security: Title Direct (D) Security

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Performance Units 2014	(1)	(1)	Common Stock	15,375	\$ 0	D	Â
Performance Units 2015	(2)	(2)	Common Stock	13,576	\$ 0	D	Â
LTIP Units (3)	(4)	(5)	Common	17,000	\$ 0 (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Sztraicher Karen A 17190 BERNARDO CENTER DRIVE SAN DIEGO, CA 92128	Â	Â	EVP, Asset Management	Â	

Date

Signatures

Jonathan P. Klassen, Attorney-In-Fact

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

Each performance unit represents a contingent right to receive one share of the company's common stock. The performance units vest in January 2017 based on the company's total stockholder return performance relative to a selected peer group for the three years ended

- (1) December 31, 2016. The performance units reported represent target performance. The maximum number of performance units which may be earned is 30,750 performance units, and the minimum number of performance units which may be earned is zero (0) performance units.
 - Each performance unit represents a contingent right to receive one share of the company's common stock. The performance units vest in January 2018 based on the company's total stockholder return performance relative to a selected peer group for the three years ended
- (2) December 31, 2017. The performance units reported represent target performance. The maximum number of performance units which may be earned is 27,152 performance units, and the minimum number of performance units which may be earned is zero (0) performance units.
- (3) Profits interest units of BioMed Realty, L.P. (the "Operating Partnership"). The LTIP Units are subject to time-based restrictions.
 - The LTIP units are subject to time-based restrictions. Upon the occurrence of certain "triggering events," the LTIP Units can overt time achieve full parity with common units of the Operating Partnership for all purposes, and therefore accrete to an economic value
- (4) 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.
- (5) The LTIP Units do not have an expiration date.
- (6) These LTIP Units were granted to the reporting person pursuant to the 2004 Incentive Award Plan of BioMed Realty Trust, Inc. 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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