McDevitt Matthew G Form 4 August 11, 2009

FORM 4

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

See Instruction 1(b).

Common

Common

Common

Stock

Stock

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

08/07/2009

08/10/2009

McDevitt Matthew G	Symbol BioMe	ed Realty Trust Inc [BMR]	Issuer (Check all applicable)							
(Last) (First) (17190 BERNARDO CENTE DRIVE	(Month		Director 10% Owner Officer (give title Other (specify below) EVP, Acquisitions & Leasing							
(Street)	4. If An	nendment, Date Original	6. Individual or Joint/Group Filing(Check							
	Filed(M	onth/Day/Year)	Applicable Line)							
SAN DIEGO, CA 92128 (City) (State)	(Zip) To	i	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City) (State)	Ta	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of 2. Transaction Date	2A. Deemed	3. 4. Securities Acquired (A)	5. Amount of 6. 7. Nature of							
Security (Month/Day/Year) (Instr. 3)	Execution Date, if any (Month/Day/Year)	Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)							

17,000

17,000 D

(1)

\$

(2)

14.0396

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

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S

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474

(9-02)

77,000

60,000

61,659

D

D

I

By Wife

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displays a currently valid OMB control number.

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

1. Title Derivati Security (Instr. 3	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 8) 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. Pr Deri Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (3) (1)	08/07/2009		C(1)		17,000	<u>(4)</u>	<u>(5)</u>	Common Stock	17,000	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McDevitt Matthew G 17190 BERNARDO CENTER DRIVE SAN DIEGO, CA 92128

EVP, Acquisitions & Leasing

Signatures

Jonathan P. Klassen Attorney-in-Fact

08/11/2009

**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).
- The reporting person redeemed 17,000 LTIP Units of BioMed Realty, L.P. (the "Operating Partnership"), which BioMed Realty Trust, Inc. (the "Company") elected to redeem in shares of common stock of the Operating Partnership. These LTIP Units achieved full parity with common units of the Partnership, which 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.
- Reflects multiple sales transactions at share prices ranging from \$14.00 to \$14.15. Upon request by the Securities and Exchange (2) Commission staff, the Company or a security holder of the Company, full information shall be provided regarding the number of shares sold at each price.
- (3) Profits interest units of the Operating Partnership.
 - The LTIP Units are subject to time-based restrictions. 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, 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.

Reporting Owners 2

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- (5) The LTIP Units do not have an expiration date.
- (6) These LTIP Units were granted on December 28, 2006 in exchange for an equal number of shares of restricted stock that were granted originally pursuant to the Company's 2004 Incentive Award Plan and that were forfeited in exchange for the LTIP Units.

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.