

McDevitt Matthew G
 Form 4
 January 04, 2011

FORM 4

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

OMB APPROVAL

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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 *
 McDevitt Matthew G

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 01/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP, Real Estate

SAN DIEGO, CA 92128
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 01/01/2011 | | F | 10,972 D (1) \$ 18.65 | 119,052 | D | |
| Common Stock | 01/03/2011 | | C | 6,346 A (2) | 125,398 | D | |
| Common Stock | | | | | 43,703 | I | By Wife |

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

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number.

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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| LTIP Units ⁽³⁾ | <u>(2)</u> | 01/03/2011 | | C <u>(2)</u> | 6,346 | <u>(4)</u> <u>(5)</u> | Common Stock | 6,346 \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McDevitt Matthew G 17190 BERNARDO CENTER DRIVE SAN DIEGO, CA 92128 | | | Executive VP, Real Estate | |

Signatures

Jonathan P. Klassen 01/04/2011
Attorney-In-Fact

 **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) Represents payment of tax liability by the forfeiture of shares of common stock to the company incident to the vesting of the reporting person's restricted stock.
The reporting person redeemed 6,346 LTIP Units of BioMed Realty, L.P. (the "Operating Partnership"), which had achieved fully parity with common units of the Operating Partnership and which BioMed Realty Trust, Inc. (the "Company") elected to redeem in shares of common stock of the Company. These LTIP Units achieved full parity with common units of the Operating 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.
- (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 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.

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(5) The LTIP Units do not have an expiration date.

(6) These LTIP Units were granted on January 30, 2008 pursuant to the 2004 Incentive Award Plan of the Company 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.

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