

Gold Alan D
Form 4
December 21, 2012

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 *
Gold Alan D

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman and CEO

17190 BERNARDO CENTER DRIVE

(Street)

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

SAN DIEGO, CA 92128

(City) (State) (Zip)

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)
				(A) or (D)	Amount		
				Code	V		Price

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Disposed of (D)		Date Exercisable	Expiration Date	Title	Am Num Sha
			Code	V	(A)	(D)				
Limited Partnership Units	(1)						10/01/2005	(2)	Common Stock	1
Limited Partnership Units	(1)						10/01/2005	(2)	Common Stock	1
Limited Partnership Units	(1)	12/20/2012	G(3)	V		113,644	10/01/2005	(2)	Common Stock	1,0
LTIP Units (4)	(4)						(5)	(6)	Common Stock	9
Limited Partnership Units	(1)	12/20/2012	G(3)	V	56,822		10/01/2005	(2)	Common Stock	5
Limited Partnership Units	(1)	12/20/2012	G(3)	V	56,822		10/01/2005	(2)	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gold Alan D 17190 BERNARDO CENTER DRIVE SAN DIEGO, CA 92128	X		Chairman and CEO	

Signatures

Gary A. Kreitzer,
Attorney-in-Fact
12/21/2012

**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).

- Limited Partnership Units in BioMed Realty, L.P. (the "Operating Partnership"). Limited Partnership Units are redeemable for cash based
- (1) upon the fair market value of an equivalent number of shares of common stock of BioMed Realty Trust, Inc. (the "Company"), or, at the election of the Company, shares of the Company's common stock on a 1-for-1 basis.
 - (2) The Limited Partnership Units have no expiration date.

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- (3) Represents gifts to irrevocable children's trusts.
- (4) Profits interest units of 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 over time achieve full parity with common units of the Operating Partnership for all purposes, and therefore accrete to an economic value

- (5) 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.
- (6) The LTIP Units do not have an expiration date.
- (7) An irrevocable trust of which a family member of the reporting person is a trustee and of which one of the reporting person's adult children is the sole beneficiary.

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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