

Gold Alan D
Form 4
May 30, 2013

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

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

SAN DIEGO, CA 92128

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2013

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)
Chairman and CEO

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 (D) Price | | | |
| Common Stock | 05/29/2013 | | C | 7,000 A <u>(1)</u> | 432,253 | D | |
| Common Stock | 05/29/2013 | | G ⁽²⁾ | V 7,000 D \$ 0 | 425,253 | D | |

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

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(9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Limited Partnership Units | (3) | | | | | 10/01/2005 | (4) | Common Stock | 17,144 |
| Limited Partnership Units | (3) | | | | | 10/01/2005 | (4) | Common Stock | 161,894 |
| Limited Partnership Units | (3) | | | | | 10/01/2005 | (4) | Common Stock | 928,098 |
| LTIP Units (5) | (5) | 05/29/2013 | | C(1) | 7,000 | (1) 10/01/2005 | (6) (4) | Common Stock (1) | 7,000 |
| Limited Partnership Units | (3) | | | | | 10/01/2005 | (4) | Common Stock | 56,822 |
| Limited Partnership Units | (3) | | | | | 10/01/2005 | (4) | Common Stock | 56,822 |

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

Jonathan P. Klassen,
Attorney-in-Fact

05/30/2013

**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 7,000 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 Company. 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

(1) 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.

(2) Represents gift of shares to charity.

Limited Partnership Units in the Operating Partnership. Limited Partnership Units are redeemable for cash based upon the fair market

(3) value of an equivalent number of shares of common stock of the Company, or, at the election of the Company, shares of the Company's common stock on a 1-for-1 basis.

(4) The Limited Partnership Units have no expiration date.

(5) Profits interest units of the Operating Partnership. The LTIP Units are subject to time-based restrictions.

(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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