BioMed Realty Trust Inc Form 4 February 02, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sztraicher Karen A

2. Issuer Name and Ticker or Trading Symbol

BioMed Realty Trust Inc [BMR]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year) 01/31/2007

X_ Officer (give title Other (specify below) below)

17140 BERNARDO CENTER DRIVE, SUITE 222

(Street)

4. If Amendment, Date Original

VP - Chief Accounting Officer 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X 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)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

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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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

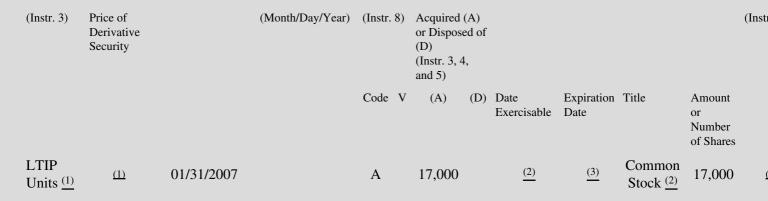
6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sztraicher Karen A 17140 BERNARDO CENTER DRIVE SUITE 222 SAN DIEGO, CA 92128

VP - Chief Accounting Officer

Signatures

Gary A. Kreitzer, 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).
- These profits interest units of BioMed Realty, L.P. (the "Operating Partnership") were granted on January 31, 2007 pursuant to the 2004 (1) Incentive Award Plan of the Operating Partnership and BioMed Realty Trust, Inc. (the "Company"). The LTIP Units are subject to time-based restrictions.
 - LTIP Units are subject to vesting 25% on each of January 1, 2008, 2009, 2010 and 2011. 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
- (2) 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.
- (3) The LTIP Units do not have an expiration date.

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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