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 Number:

OMB APPROVAL

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obligations may continue. See Instruction

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(b).

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

below)

(First) (Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

Regional Executive VP

below)

17140 BERNARDO CENTER DRIVE, SUITE 222

(Street)

4. If Amendment, Date Original

X_ Officer (give title

Applicable Line)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

01/31/2007

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)

2. Transaction Date 2A. Deemed (Month/Day/Year)

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 (T)

Ownership (Instr. 4) (Instr. 4)

Other (specify

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	_	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)				
				Code	V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Limited Partnership Units	<u>(1)</u>						08/11/2005	(2)	Common Stock	44,541
LTIP Units	<u>(3)</u>	01/31/2007		A		70,000	<u>(4)</u>	<u>(5)</u>	Common Stock (4)	70,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McDevitt Matthew G 17140 BERNARDO CENTER DRIVE SUITE 222 SAN DIEGO, CA 92128

Regional Executive VP

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).
- Limited Partnership Units in BioMed Realty, L.P. (the "Operating Partnership"). Limited Partnership Units are redeemable for cash based 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 do not have an expiration date.
- (3) These profits interest units of the Operating Partnership were granted on January 31, 2007 pursuant to the 2004 Incentive Award Plan of the Operating Partnership and 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
- (4) 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.
- (5) 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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