

Gold Alan D
Form 4
May 01, 2009

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)
04/29/2009

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/29/2009 | | C | 25,000 A | \$ 11.0412 379,927 | D | |
| Common Stock | 04/29/2009 | | S ⁽²⁾ | 25,000 D | \$ 11.0412 354,927 | D | |
| Common Stock | 04/30/2009 | | C | 25,000 A | \$ 11.5975 379,927 | D | |
| Common Stock | 04/30/2009 | | S ⁽²⁾ | 25,000 D | \$ 11.5975 354,927 | D | |

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

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(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 (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 | (5) | | | | | 10/01/2005 | (6) | Common Stock | 17,144 |
| Limited Partnership Units | (5) | | | | | 10/01/2005 | (6) | Common Stock | 161,894 |
| Limited Partnership Units | (5) | 04/29/2009 | | C(1) | 25,000 | 10/01/2005 | (6) | Common Stock | 25,000 |
| Limited Partnership Units | (5) | 04/30/2009 | | C(1) | 25,000 | 10/01/2005 | (6) | Common Stock | 25,000 |
| LTIP Units (8) | (8) | | | | | (9) | (10) | Common Stock | 110,000 |

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

05/01/2009

__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) The reporting person redeemed 25,000 Limited Partnership 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. Limited Partnership Units of the Company 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) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 trading plan entered into by the reporting person on February 19, 2009.
 - (3) Reflects multiple sales transactions at share prices ranging from \$11.00 to \$11.20. Upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, information shall be provided regarding the number of shares sold at each price.
 - (4) Reflects multiple sales transactions at share prices ranging from \$11.50 to \$11.76. Upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, information shall be provided regarding the number of shares sold at each price.
 - (5) Limited Partnership Units in 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 the Company, or, at the election of the Company, shares of the Company's common stock on a 1-for-1 basis.
 - (6) The Limited Partnership Units have no expiration date.
 - (7) The Limited Partnership Units were received in exchange for the direct or indirect contribution to the Operating Partnership of certain partnership, membership or ownership interests in certain partnerships, limited liability companies and corporations which own, directly or indirectly, certain properties in California.
 - (8) 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 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.
 - (10) 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.

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