Griffin R Kent Jr Form 4 January 03, 2007

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

Form 5

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 *

Griffin R Kent Jr Issuer Symbol BioMed Realty Trust Inc [BMR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 17140 BERNARDO CENTER 12/28/2006 below) below) DRIVE, SUITE 222 Chief Financial Officer

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

OMB APPROVAL

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SAN DIEGO, CA 92128

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 12/28/2006 $D^{(1)}$ 10,000 D <u>(1)</u> 10,000 D Stock

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)

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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 orDerivative 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)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (2)	<u>(2)</u>	12/28/2006		A	10,000	(3)	<u>(4)</u>	Common Stock (3)	10,000	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Griffin R Kent Jr 17140 BERNARDO CENTER DRIVE SUITE 222 SAN DIEGO, CA 92128

Chief Financial 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).
- BioMed Realty Trust, Inc. (the "Company") granted to the reporting person shares of restricted stock pursuant to the Company?s 2004 Incentive Award Plan, as amended (the "Plan"). The reporting person is forfeiting the unvested portion of his awards of shares of restricted stock of the Company made pursuant to the Plan in exchange for an equal number of LTIP Units of BioMed Realty, L.P. (the "Operating Partnership").
- These profits interest units of the Operating Partnership were granted on December 28, 2006 in exchange for an equal number of shares of (2) restricted stock that were granted originally pursuant to the Company?s 2004 Incentive Award Plan and that were forfeited in exchange for the LTIP Units. The LTIP Units are subject to time based restrictions.
 - LTIP Units are subject to vesting 5,000 on January 1, 2007 and 5,000 on January 1, 2008. 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
- (3) 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.
- (4) 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.

Reporting Owners 2