

McDevitt Matthew G
Form 4
June 17, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
McDevitt Matthew G

(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)
06/15/2009

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)
EVP, Acquisitions & Leasing

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/15/2009		C		44,541	A	<u>(1)</u>
							\$
Common Stock	06/15/2009		S		44,541	D	10.0739
							<u>(2)</u>
Common Stock	06/15/2009		C		43,659	A	<u>(3)</u>
							61,659
							I
							By Wife

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	Amount or Number of Shares
Limited Partnership Units	(4)	06/15/2009		C(1)	44,541	08/11/2005 (5)	Common Stock	44,541
Limited Partnership Units	(4)	06/15/2009		C(3)	43,659	08/11/2005 (5)	Common Stock	43,659
LTIP Units (7)	(7)					(8) (9)	Common Stock	125,012

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDevitt Matthew G 17190 BERNARDO CENTER DRIVE SAN DIEGO, CA 92128			EVP, Acquisitions & Leasing	

Signatures

Jonathan P. Klassen,
Attorney-in-Fact
Date: 06/17/2009

**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 44,541 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 Operating Partnership. Limited Partnership Units of the Operating Partnership 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) Reflects multiple sales transactions at share prices ranging from \$10.00 to \$10.14. Upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information shall be provided regarding the number of shares sold at each price.

Edgar Filing: McDevitt Matthew G - Form 4

(3) The reporting person's wife redeemed 43,659 Limited Partnership Units of the Operating Partnership, which the Company elected to redeem in shares of common stock of the Company. Limited Partnership Units of the Operating Partnership 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) 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.

(5) The Limited Partnership Units do not have an expiration date.

(6) 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 Pennsylvania.

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

(8) 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.

(9) 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.