

McDevitt Matthew G
Form 4
June 17, 2009

FORM 4

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

OMB APPROVAL

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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> 104,541	D	
Common Stock	06/15/2009		S		44,541	D	\$ 10.0739 <u>(2)</u>	60,000	D
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.

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(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.

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