

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-14**
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(HTML Version on secdatabase.com)

REPORTING OWNER

McDevitt Matthew G

CIK: **1298780**

Type: **4** | Act: **34** | File No.: **000-54089** | Film No.: **13528761**

Mailing Address
17140 BERNARDO CENTER
DRIVE
SUITE 195
SAN DIEGO CA 92128

ISSUER

BioMed Realty L P

CIK: **1301932** | IRS No.: **000000000**

SIC: **6500** Real estate

Mailing Address	Business Address
17140 BERNARDO CENTER DR SUITE 195 SAN DIEGO CA 92128	17140 BERNARDO CENTER DR SUITE 195 SAN DIEGO CA 92128 858-485-9840

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person McDevitt Matthew G			2. Issuer Name and Ticker or Trading Symbol BioMed Realty L P [NONE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive VP, Real Estate		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/14/2013					
17190 BERNARDO CENTER DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
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 (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
Limited Partnership Units	01/14/2013		M	(1)	6,346	A	(2)	6,346	D	
Limited Partnership Units	01/14/2013		C	(1)	6,346	D	(2)	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)						Date Exercisable
LTIP Units (3)	(1)	01/14/2013		M	(1)	6,346	(2)	(4)	Limited Partnership Units	6,346	\$ 0 (2)	70,000	D	

Explanation of Responses:

- The reporting person redeemed 6,346 LTIP Units of BioMed Realty, L.P. (the "Operating Partnership"), which achieved fully parity with common units of the Operating Partnership and which BioMed Realty Trust, Inc. (the "Company") elected to redeem in shares of common stock of the Company.

These LTIP Units achieved full parity with common units of the Operating Partnership, which 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 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.
3. Profits interest units of the Operating Partnership. The LTIP Units are subject to time-based restrictions.
4. The LTIP Units do not have an expiration date.
5. The LTIP Units were granted on January 30, 2008 pursuant to the 2004 Incentive Award Plan of the Company and the Operating Partnership

Signatures

Jonathan P. Klassen Attorney-In-Fact

** Signature of Reporting Person

01/14/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.