Urban Edge Properties Form 4 March 16, 2015

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

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0.5

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Check this box if no longer subject to Section 16.

Form 4 or

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

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Gould Michael

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Urban Edge Properties [UE]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction (Month/Day/Year)

03/12/2015

X_ Director 10% Owner Officer (give title Other (specify

C/O URBAN EDGE PROPERTIES, 888 SEVENTH **AVENUE**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10106

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

3. (Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. Pric Underlying Securities Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Securit (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units (1)	\$ 0 (1)	03/12/2015		A		8,389		<u>(1)</u>	<u>(1)</u>	Common Shares	8,389	<u>(1)</u>
Units (2)	\$ 0 (2)	03/12/2015		A		3,775		(2)	(2)	Common Shares	3,775	<u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
F-	Director	10% Owner	Officer	Other			
Gould Michael C/O URBAN EDGE PROPERTIES 888 SEVENTH AVENUE NEW YORK, NY 10106	X						
.							

Signatures

/s/ Donald P. Casey, Attorney in Fact

03/16/2015

Date

**Signature of Reporting Person

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).
 - On March 12, 2015, the reporting person received a grant of LTIP Units ("LTIP Units") of Urban Edge Properties LP ("UELP"), the operating partnership of Urban Edge Properties ("UE"), pursuant to the terms of the Urban Edge Properties 2015 Omnibus Share Plan (the "Plan"). The LTIP Units are a class of units of UELP that, following the occurrence of certain events and upon vesting, are
- (1) convertible by the holder into an equivalent number of Common Partnership Units of UELP ("Common Units"). Common Units are redeemable by the holder for cash or, at UE's election, common shares, par value \$0.01 ("Common Shares") of UE on a one-for-one basis or the cash value of such shares. The LTIP Units vested on March 12, 2015, but are subject to restrictions on sale for so long as the reporting person serves as a Trustee on the UE Board of Trustees (except in certain specified circumstances).
 - On March 12, 2015, the reporting person received a grant of LTIP Units of UELP pursuant to the terms of the Plan. The LTIP Units are a class of units of UELP that, following the occurrence of certain events and upon vesting, are convertible by the holder into an equivalent
- (2) number of Common Units of UELP. These LTIP Units vest on March 12, 2016, subject to continued service as a Trustee on the UE Board of Trustees. Common Units are redeemable by the holder for cash or, at UE's election, Common Shares of UE on a one-for-one basis or the cash value of such shares.

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.

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