

Urban Edge Properties
Form 4
March 16, 2015

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTH STEVEN

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10106

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Urban Edge Properties [UE]

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

03/12/2015

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)

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 (D) Price			

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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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)		Securiti (Instr. 3)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units <u>(1)</u>	\$ 0 <u>(1)</u>	03/12/2015	A		8,389		<u>(1)</u>	<u>(1)</u>	Common Shares	8,389	<u>(1)</u>
Units <u>(2)</u>	\$ 0 <u>(2)</u>	03/12/2015	A		3,775		<u>(2)</u>	<u>(2)</u>	Common Shares	3,775	<u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROTH STEVEN C/O URBAN EDGE PROPERTIES 888 SEVENTH AVENUE NEW YORK, NY 10106	X

Signatures

/s/ Donald P. Casey, Attorney
in Fact 03/16/2015

__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).

On March 12, 2015, the reporting person received a grant of LTIP Units ("LTIP Units") of Urban Edge Properties LP ("UELPL"), 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 UELPL 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 UELPL ("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 UELPL pursuant to the terms of the Plan. The LTIP Units are a class of units of UELPL that, following the occurrence of certain events and upon vesting, are convertible by the holder into an equivalent

- (2) number of Common Units of UELPL. 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.

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