

Urban Edge Properties
 Form 4
 February 19, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Olson Jeffrey S

(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)
 02/17/2015

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)
 Chairman of the Board & CEO

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 Ownership (Instr. 4)		
				(A) or (D)	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	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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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)				
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Units ⁽¹⁾	<u>(1)</u>	02/17/2015	A	209,213		<u>(1)</u>	<u>(1)</u>	Common Shares	209,2	
Options ⁽²⁾	\$ 23.899	02/17/2015	A	2,092,137		<u>(2)</u>	02/16/2025	Common Shares	2,092,	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Olson Jeffrey S C/O URBAN EDGE PROPERTIES 888 SEVENTH AVENUE NEW YORK, NY 10106	X		Chairman of the Board & CEO	

Signatures

/s/ Jeffrey S. Olson
02/19/2015

__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 February 17, 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 Urban Edge Properties 2015 Omnibus Share Plan (the "Plan").
- (1) 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 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 February 17, 2015.
- On February 17, 2015, the reporting person received a grant of options to purchase Common Shares under the terms of the Plan. The
- (2) options vest 25% on the third anniversary of the grant date, 25% on the fourth anniversary of the grant date and 50% on the fifth anniversary, subject to continued employment through each vesting 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.