#### BRANDYWINE REALTY TRUST

Form 4 April 10, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

may continue. See Instruction

Symbol

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

2. Issuer Name and Ticker or Trading

**BRANDYWINE REALTY TRUST** 

1(b).

(Print or Type Responses)

**SWEENEY GERARD H** 

1. Name and Address of Reporting Person \*

		[BDN]	[BDN]			J <b>.3 1</b>	(Check all applicable)			
(Last) 555 EAST L. AVENUE, S	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 04/08/2008				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) President and CEO				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting			
RADNOR, P						Person				
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acqui	red, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Code		sposed	of (D)	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)	
Common Shares of Beneficial Interest (1)	04/08/2008(1)	04/08/2008(1)	A	35,560 (1)	A	\$ 17.61 (1)	490,645	D		
Common Shares of Beneficial Interest (2)	04/08/2008(2)		P	0 (2)	A	\$ 0 (2)	190,759	I	Family Limited Partnership	
Series D Cumulative Redeemable	04/08/2008		P	0 (2)	A (2)	\$ 0 (2)	200	D		

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Preferred Shares

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 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Stock Option (Right to Buy) (3)	\$ 20.61	04/08/2008	04/08/2008	A	1,010,000	04/08/2009(3)	04/08/2018	Common shares of Beneficial Interest	1,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SWEENEY GERARD H 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087	X		President and CEO			

## **Signatures**

Brad A. Molotsky. as Attorney-In-Fact for Gerard H.

Sweeney

04/10/2008

\*\*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).
- (1) Reflects the grant of restricted performance shares all of which vest (cliff vest) on April 8, 2011.
- (2) No transaction on the above date. Direct ownership is being disclosed for informational purposes only.
- Reflects options awarded for 2007 performance and vest ratably over a three-year period in which 1/3rd of the options vest and become exercisable on April 8, 2009; another 1/3rd of the options vest and become exercisable on April 8, 2010; and the balance of the options vest and become exercisable on April 8, 2011.

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(4) Options received as employment compensation.

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.