BRANDYWINE REALTY TRUST

Form 4/A April 17, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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SECURITIES

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **SOWA GEORGE D** Issuer Symbol BRANDYWINE REALTY TRUST (Check all applicable) [BDN] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 555 EAST LANCASTER 04/08/2008 **Executive Vice President AVENUE, SUITE 100** (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 04/10/2008 Form filed by More than One Reporting RADNOR, PA 19087 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 7. Nature of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned (Instr. 8) (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Price (D) Code V Amount Common Shares of 7,764 04/08/2008 04/08/2008 42,538 D Α (1) 17.61 Beneficial Interest (1) Common Shares of 1,988 04/08/2008(2) 04/08/2008(2) 44,526 D Α 17.61 Beneficial Interest (2) Common 04/08/2008⁽³⁾ 04/08/2008 1,403 \$ 45,929 D Α A Shares of 14.97 Beneficial

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Interest (3)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Option (Right to Buy) (4)	\$ 20.61	04/08/2008	04/08/2008	A	50,267 (4)	04/08/2009(4)	04/08/2018	Common Shares of Beneficial Interest	50,26 (4)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SOWA GEORGE D 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087

Executive Vice President

Signatures

Brad A. Molotsky, as Attorney-In-Fact for George Sowa

04/17/2008

**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) The shares acquired reflects the acquisition of shares under the Brandywine Realty Trust Executive Deferred Compensation Plan (the "Plan") pursuant to an earlier election by the reporting person to defer all or part of his annual incentive compensation performance bonus for 2007 into the Plan and invest all or part of the amount deferred into Company shares. This portion of the annual

Reporting Owners 2

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The shares acquired reflects the acquisition of shares under the Brandywine Realty Trust Executive Deferred Compensation Plan (the

compensation deferral did not qualify for any discount on the acquisition of the 1,988 shares.

"Plan) pursuant to an earlier election by the reporting person to defer all or part of his annual incentive compensation performance bonus for 2007 into the Plan and invest all or part of the amount deferred into Company shares. Consistent with a policy previously adopted by the Trust's Compensation Committee with respect to employee annual incentive compensation performance bonuses, and by making such election to invest the deferred bonus into Company shares the reporting person was able to purchase the shares at a 15% discount. The reporting person's account in the Plan was credited with the number of common shares reported in Footnote 2 (1,988), as well as the shares purchased at the discount (1,403), based upon the closing price per share of the common shares on April 8, 2008 (\$17.61).

- 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.
- (5) Options received as employment compensation.

Remarks:

This Form 4 amends the earlier Form 4, filed on April 10, 2008, in order to reflect the acquisition of additional shares purchase. 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.