

SWEENEY GERARD H
Form 4
January 06, 2009

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 *
SWEENEY GERARD H

2. Issuer Name and Ticker or Trading Symbol
BRANDYWINE REALTY TRUST
[BDN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Last) (First) (Middle)
555 EAST LANCASTER AVENUE, SUITE 100

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2009

RADNOR, PA 19087

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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) | |
|---|--------------------------------------|--|--------------------------------|---|---------------------------|---|--|-----------------------------------|----------------------------|
| | | | | Code | V Amount (A) or (D) Price | | | | |
| Common Shares of Beneficial Interest ⁽¹⁾ | 12/31/2008 ⁽¹⁾ | 12/31/2008 ⁽¹⁾ | F | V | 7,826 ⁽¹⁾ | \$ 7.71 | 532,072 | D | |
| Common Shares of Beneficial Interest ⁽²⁾ | 01/06/2009 ⁽²⁾ | 01/06/2009 ⁽²⁾ | P ⁽²⁾ | V | 0 ⁽²⁾ | \$ 0 ⁽²⁾ | 190,759 ⁽²⁾ | I | Family Limited Partnership |
| Series D Cumulative Redeemable | 01/06/2009 ⁽³⁾ | 01/06/2009 ⁽³⁾ | P ⁽³⁾ | V | 0 ⁽³⁾ | \$ 0 ⁽³⁾ | 1,500 ⁽³⁾ | D | |

Preferred Shares ⁽³⁾

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 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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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
 01/06/2009
 **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) Shares redeemed for taxes per Restrict Stock Vesting on January 1, 2009.
- (2) There was no indirect transaction on the above date. The indirect ownership is being disclosed for informational purposes only.
- (3) There was no Series D transaction on the above date. The Series D ownership is being disclosed for informational purposes only.

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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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