

AUGUST THOMAS F  
Form 4  
June 05, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
AUGUST THOMAS F

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
401 PLYMOUTH ROAD, SUITE 500  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

PLYMOUTH MEETING, PA 19462

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

(City) (State) (Zip)

**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  | (A) or (D)   | Price   |
| Common Shares of Beneficial Interest | 06/01/2006                           | 06/01/2006   | M                              |   | 60,442  | A  | \$ 23.6253  |
| Common Shares of Benefical Interest  | 06/01/2006                           | 06/01/2006   | M                              |   | 17,805  | A  | \$ 19.4114  |
| Common Shares of Benefical Interest  | 06/01/2006                           | 06/01/2006   | M                              |   | 102,193   | A  | \$ 647,911 18.0229                                    |

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Interest

|                                      |            |            |   |         |   |            |         |                  |          |
|--------------------------------------|------------|------------|---|---------|---|------------|---------|------------------|----------|
| Common Shares of Beneficial Interest | 06/01/2006 | 06/01/2006 | F | 124,609 | D | \$ 29.2577 | 523,302 | D                |          |
| Common Shares of Beneficial Interest | 06/01/2006 | 06/01/2006 | A | 0       | A | \$ 29.2577 | 80,397  | I <sup>(1)</sup> | In Trust |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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) |         |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount Number Shares |
| Stock Option (Right to Buy)                | \$ 23.6253   | 06/01/2006                           | 06/01/2006   | M                              | 60,442  | 01/05/2006 01/05/2007                                    | Common Shares of Beneficial Interest                          | 60,442  |                      |
| Stock Option (Right to Buy)                | \$ 19.4114   | 06/01/2006                           | 06/01/2006   | M                              | 17,805  | 01/05/2006 01/05/2007                                    | Common Shares of Beneficial Interest                          | 17,805  |                      |
| Stock Option (Right to Buy)                | \$ 18.0229   | 06/01/2006                           | 06/01/2006   | M                              | 102,193   | 01/05/2006 01/05/2007                                    | Common Shares of Beneficial Interest                          | 102,193 |                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

AUGUST THOMAS F  
401 PLYMOUTH ROAD  
SUITE 500  
PLYMOUTH MEETING, PA 19462

## Signatures

Thomas F.  
August

06/05/2006

\_\_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) There was no direct transaction on the above date. The indirect ownership is being disclosed for informational purposes only

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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