

Imhoff Gregory S  
Form 4  
January 09, 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 \*  
Imhoff Gregory S

2. Issuer Name and Ticker or Trading Symbol  
PRENTISS PROPERTIES TRUST/MD [PP]

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

(Last) (First) (Middle)  
3890 WEST NORTHWEST HIGHWAY, SUITE 400  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/05/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

DALLAS, TX 75220

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Shares	01/05/2006		D	24,891	D	(1)	0	D
Common Shares	01/05/2006		D	13,925	D	(2)	0	D

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)

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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. Amount or Number of Shares
Stock Options	\$ 34.2	01/05/2006		D	6,667	(3) 02/23/2014	Common Shares	6,667
Stock Options	\$ 34.8	01/05/2006		D	10,000	(4) 02/03/2015	Common Shares	10,000

## Reporting Owners

### Reporting Owner Name / Address

Imhoff Gregory S  
3890 WEST NORTHWEST HIGHWAY  
SUITE 400  
DALLAS, TX 75220

### Relationships

Director    10% Owner    Officer    Other

Senior Vice President

## Signatures

Gregory S. Imhoff                      01/09/2006

\_\_Signature of                      Date  
Reporting Person

## 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) These shares were held in a deferred compensation account and will be exchanged at the option exercise ratio for 36,032 shares of BDN having a market value of \$1,043,126 on the date of the merger.
- (2) These shares were held directly and will be exchanged for the merger consideration of \$21.50 per share and 9,608 shares of BDN having a market value of \$278,152 on the date of the merger.  
  
This option, which provided for vesting in three equal annual installments beginning on February 23, 2004, was assumed by Brandywine  
(3) in the merger and replaced with an option to purchase 9,651 common shares of beneficial interest of Brandywine for \$23.6253 per common share.  
  
This option, which provided for vesting in three equal annual installments beginning February 3, 2005, was canceled in the merger in  
(4) exchange for a cash payment of \$62,800.00, representing the number of unexercised shares relating to such option times the difference between the per share exercise price of the option and the per share cash value of the merger consideration \$41.08 per share.

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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