

BRANDYWINE REALTY TRUST
Form 4
September 04, 2008

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 *
SIPZNER HOWARD

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)
555 EAST LANCASTER AVENUE, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/04/2008

____ Director
 Officer (give title below) Executive Vice President & CFO
____ 10% Owner
____ Other (specify below)

RADNOR, PA 19087

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)
			Code	V	Amount (D) Price		
Series C Cumulative Redeemable Preferred Shares	09/02/2008	09/02/2008	P		1,100 A \$ 18.709	5,000	D
Common Shares of Beneficial Interest ⁽¹⁾	09/02/2008 ⁽¹⁾	09/02/2008 ⁽¹⁾	J	V	973 ⁽¹⁾ A \$ 15.05 ⁽¹⁾	62,689	D
Common Shares of	09/02/2008	09/02/2008	J	V	885 ⁽²⁾ A \$ 15.73 ⁽²⁾	63,575	D

Beneficial Interest (2)

Series D Cumulative

Redeemable 09/02/2008 09/02/2008 J V 247 (3) A \$ 17.74 (3) 9,747 D Preferred Shares (3)

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)

Table with 9 columns: 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 Following Reported Transaction (Instr. 5).

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Relationship options: Director, 10% Owner, Officer, Other. Reporting Owner: SIPZNER HOWARD, 555 EAST LANCASTER AVENUE, SUITE 100, RADNOR, PA 19087. Relationship: Executive Vice President & CFO.

Signatures

Brad A. Molotsky, Attorney in Fact for Howard Sipzner 09/04/2008

**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) Stock acquired in a transaction exempt from Section 16(b) of the Securities Exchange Act under Brandywine Realty Trust Employee Stock Purchase Plan.

Includes 69 additional shares acquired under the Company's Dividend Reinvestment Plan since the Reporting Person's last Section 16 filing with a transaction price between \$14.45 and \$17.97; and includes 816 additional shares of Brandywine Realty Trust acquired

- (2) through broker-administered dividend reinvestment with a transaction price between \$14.38 and \$17.39 with terms similar to the Brandywine Realty Trust Dividend Reinvestment Plan. The information in this report is as of 09-03-2008. The DRIP Plans provide for the purchase of fractional shares. The number reported is the nearest whole number.

Includes 247 additional shares of Brandywine Realty Trust Series D Cumulative Redeemable Preferred Shares acquired through

- (3) broker-administered dividend reinvestment with a transaction price between \$17.60 and \$17.84 with terms similar to the Brandywine Realty Trust Dividend Reinvestment Plan. The information in this report is as of 09-03-2008. The DRIP Plans provide for the purchase of fractional shares. The number reported is the nearest whole number. Price reflects average price of two DRIP transactions.

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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