

SWEENEY GERARD H
 Form 4
 May 02, 2012

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)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2012

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Shares of Beneficial Interest ⁽¹⁾	05/01/2012		G	2,100 D	\$ 0 884,709 ⁽²⁾	D	
Series D Cumulative Redeemable Preferred Shares ⁽³⁾					1,500	D	
Common Shares of					190,759	I	Family Limited

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These shares were acquired following the Reporting Person's last Section 16 filing. The DRIP shares are exempt under Section 16. The DRIP provides for the purchase of fractional shares. The numbers reported are rounded to the nearest whole number.

- (3) There was no Series D transaction on the above date. The Series D ownership is being disclosed for informational purposes only.
- (4) There was no indirect transaction on the above date. The indirect ownership is being disclosed for informational purposes only.

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