

PRENTISS PROPERTIES TRUST/MD  
Form 4  
July 27, 2005

**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 \*  
**WIBERG ROBERT K**

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)  
**07/25/2005**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President**

**DALLAS,, TX 752205166**

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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  |                                | (A) or (D)  |   |  |  |
|  |                                      |  | Code                           | V   | Amount  | Price  |  |
| Common Shares                                      | 07/25/2005                           |  | S                              |   | 2,000   | \$ 40.4  | 62,597 D                                     |
| Common Shares                                      | 07/25/2005                           |  | S                              |   | 10,666  | \$ 40.2414   | 51,931 D                                     |
| Common Shares                                      | 07/25/2005                           |  | M                              |   | 10,666  | \$ 26.09   | 62,597 D                                     |
| Common Shares                                      | 07/25/2005                           |  | M                              |   | 2,000   | \$ 28.1  | 64,597 D                                     |
| Common Shares of Beneficial Interest(CommonShares) |                                      |  |                                |   |   |  | 8,592 D                                      |
| Common Shares of                                   |                                      |  |                                |   |   |  | 750 I  |

Beneficial Interest(CommonShares)

Spous

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 or Number of Shares                              |
| Options                                    | \$ 28.1  | 07/25/2005                           |  | M                              | 2,000   | 02/28/2003 02/28/2012                                    | Common Shares 2,000   |
| Options                                    | \$ 26.09   | 07/25/2005                           |  | M                              | 10,666  | 03/05/2004 03/05/2013                                    | Common Shares 10,666  |
| Options                                    | \$ 34.2  |                                      |  |                                |   | 02/23/2005 02/23/2014                                    | Common Shares 26,450  |
| Options                                    | \$ 34.8  |                                      |  |                                |   | 02/03/2006 02/03/2015                                    | Common Shares 18,000  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| WIBERG ROBERT K<br>3890 WEST NORTHWEST HIGHWAY, SUITE 400<br>DALLAS,, TX 752205166 |               |           | Executive<br>Vice<br>President |       |

## Signatures

By: Gregory S. Imhoff (POA on File) 07/26/2005

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) Options will become exercisable for one-third of the Common Shares 02/28/03, 02/28/04 and for the balance of the covered Common Shares on 02/28/05.
- (2) Options will become exercisable for one-third of the covered Common Shares on 03/05/04, 03/05/05 and for the balance of the covered Common Shares on 03/05/06.
- (3) Options will become exercisable for one-third of the covered Common Shares on 02/23/05, 02/23/06 and for the balance of the covered Common Shares on 02/23/07.
- (4) Options will become exercisable for one-third of the Common Shares 02/03/06, 02/03/07 and for the balance of the covered Common Shares on 02/03/08.

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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