AUGUST THOMAS F

Form 4

January 09, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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may continue.

See Instruction

Check this box

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

1(b).

(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) 401 PLYMOU 500	(First) (Middle) UTH ROAD, SUITE	3. Date of Earliest Transaction (Month/Day/Year) 01/05/2006	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person		
PLYMOUTH	MEETING, PA 194	62	Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative Sec	curitie	es Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Date, if Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares of Beneficial Interest	01/05/2006	01/05/2006	Code V	Amount 173,339	(D)	Price (1)	(Instr. 3 and 4) 173,339	D	
Common Shares of Beneficial Interest	01/05/2006	01/05/2006	A	281,529	A	<u>(2)</u>	281,529	D	
Common Shares of Beneficial	01/05/2006	01/05/2006	A	80,397	A	(1)	80,397	I	In Trust

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Interest

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

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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 onDerivative 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Class A Common Units of Limited Partnership Interest	(3)	01/05/2006	01/05/2006	A	42,716	01/05/2006	<u>(3)</u>	Common Shares of Beneficial Interest	42.
Class A Common Units of Limited Partnership Interest	<u>(3)</u>	01/05/2006	01/05/2006	A	75,895	01/05/2006	(3)	Common Shares of Beneficial Interest	75.
Stock Option (Right to Buy)	\$ 19.4114 (4)	01/05/2006	01/05/2006	A	17,805	01/05/2006	02/28/2012	Common Shares of Beneficial Interest	17,
Stock Option (Right to Buy)	\$ 18.0229 (<u>5)</u>	01/05/2006	01/05/2006	A	102,298	01/05/2006	03/05/2013	Common Shares of Beneficial Interest	102
Stock Option (Right to Buy)	\$ 23.6253 (6)	01/05/2006	01/05/2006	A	121,598	01/05/2006	02/23/2014	Common Shares of Beneficial Interest	121

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

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

Signatures

Thomas F. 01/09/2006 August

**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).
- Received in connection with the merger (the "REIT Merger") of Prentiss Property Trust ("Prentiss") into Brandywine Cognac I, LLC, an indirect subsidiary of Brandywine Realty Trust ("Brandywine"). On the effective date of the Merger, each issued and outstanding Prentiss common share of beneficial interest was converted into the right to receive (i) \$21.50 in cash and (ii) 0.69 of a Brandywine common share of beneficial interest.
- Received in connection with the REIT Merger, and represents shares beneficially owned by the reporting person pursuant to a Prentiss deferred compensation plan (the "Plan"). On the effective date of the REIT Merger, each issued and outstanding Prentiss common share of beneficial interest held pursuant to the Plan was converted into the right to receive 1.4476 Brandywine common shares of beneficial interest.
 - Received on the effective date of the REIT Merger in connection with the merger (the "Partnership Merger") immediately after the effective time of the REIT Merger of Prentiss Properties Acquisition Partners, L.P. (the "Prentiss Operating Partnership") into Brandywine Cognac II, LLC, an indirect subsidiary of Brandywine and a wholly-owned subsidiary of Brandywine Operating Partnership,
- (3) L.P. (the "Brandywine Operating Partnership"). In the Partnership Merger, each Prentiss Operating Partnership redeemable unit of limited partnership interest was converted into 1.3799 Brandywine Operating Partnership Class A common units of limited partnership interest. Each Brandywine Operating Partnership Class A common unit of limited partnership interest is convertable into 1 Brandywine common share of beneficial interest at any time, and has no expiration date.
- (4) Received in the REIT Merger in exchange for an employee stock option to acquire 12,300 Prentiss common shares of beneficial interest for \$28.10 per share
- (5) Received in the REIT Merger in exchange for an employee stock option to acquire 70,667 Prentiss common shares of beneficial interest for \$26.09 per share.
- (6) Received in the REIT Merger in exchange for an employee stock option to acquire 84,000 Prentiss common shares of beneficial interest for \$34.20 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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