

AUGUST THOMAS F  
Form 4  
January 09, 2006

**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 \*  
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) (First) (Middle)  
401 PLYMOUTH ROAD, SUITE 500  
  
(Street)

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

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

PLYMOUTH MEETING, PA 19462

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) |            |          |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|---------|---|--|---|------------|----------|
|                                      |                                      |  |                                | Code  | V | Amount  |   |  |   | (A) or (D) | Price    |
| Common Shares of Beneficial Interest | 01/05/2006                           | 01/05/2006   | A                              |   |   | 173,339 | A   | (1)  | 173,339   | D          |          |
| Common Shares of Beneficial Interest | 01/05/2006                           | 01/05/2006   | A                              |   |   | 281,529 | A   | (2)  | 281,529   | D          |          |
| Common Shares of Beneficial Interest | 01/05/2006                           | 01/05/2006   | A                              |   |   | 80,397  | A   | (1)  | 80,397  | I          | In Trust |

## Interest

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.**

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

# Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| AUGUST THOMAS F<br>401 PLYMOUTH ROAD<br>SUITE 500<br>PLYMOUTH MEETING, PA 19462 | X             |           |         |       |

# Signatures

Thomas F. 01/09/2006  
August

\*\*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) 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.
  - (2) 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.
  - (3) 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, 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 convertible 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.