

SWEENEY GERARD H
 Form 4
 March 05, 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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Last) (First) (Middle)
 555 EAST LANCASTER AVENUE, SUITE 100
 (Street)
 RADNOR, PA 19087
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2012
 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

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 | (A) or (D) | Price |
| Common Shares of Beneficial Interest ⁽¹⁾ | 03/01/2012 | | M | | 116,423 | A | \$ 10.86 |
| Common Shares of Beneficial Interest ⁽²⁾ | 03/01/2012 | | F | | 46,103 | D | \$ 10.86 |
| Common Shares of Beneficial Interest | 03/01/2012 | | A | | 55,249 | A | \$ 0 |
| | | | | | | | 931,244 |

Interest ⁽⁴⁾

Common Shares of Beneficial Interest ⁽⁵⁾

190,759 I

Family Limited Partnership

Series D Cumulative Redeemable Preferred Shares ⁽⁶⁾

1,500 D

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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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SWEENEY GERARD H 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087 | X | | President and CEO | |

Signatures

/s/ Gerard H. Sweeney 03/05/2012

__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) Reflects the delivery of common shares under the reporting person's 2009-2011 Restricted Performance Share Unit Award.
- (2) Reflects common shares withheld to satisfy payroll taxes due upon delivery of common shares under the reporting person's 2009-2011 Restricted Performance Share Unit Award.

This filing also reports in the ending balance of shares owned the sum of 5,957.32 additional common shares acquired under the Company's Employee Share Purchase Plan (ESPP) plus the sum of 816.83 common shares acquired under the Company's Dividend Reinvestment Plan (DRIP). The ESPP and the DRIP shares were purchased following the Reporting Person's last Section 16 filing. Under

- (3) the ESPP 3,194.89 shares were acquired on September 08, 2011 at a transaction price of \$9.39 and 2,762.43 shares were acquired on December 7, 2011 at a transaction price of \$7.24. Under the DRIP 430.93 shares were acquired on October 24, 2011 at a transaction price of \$8.01 per share, 385.90 shares were acquired on January 24, 2012 at a transaction price of \$10.19 per share. The ESPP and the DRIP provide for the purchase of fractional shares. The numbers reported herein are to the nearest whole number.
- (4) Reflects the grant of a restricted share award which cliff vests on April 15, 2015.
- (5) There was no transaction in shares held indirectly. The indirect shares are being shown solely for informational purposes only.
- (6) There was no Series D transaction on the above date. The Series D ownership is being disclosed for informational purposes only.

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.