

SWEENEY GERARD H
Form 4
March 18, 2008

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)
03/15/2008

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) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares of Beneficial Interest ⁽¹⁾ | 03/15/2008 ⁽¹⁾ | 03/15/2008 | F ⁽¹⁾ | | 2,152 ⁽¹⁾ | D ⁽¹⁾ | \$ 16.58 | 397,170 | D | |
| Common Shares of Beneficial Interest ⁽²⁾ | 03/18/2008 ⁽²⁾ | 03/18/2008 | J ⁽²⁾ | V | 1,361 ⁽²⁾ | A | \$ 14.7 ⁽²⁾ | 398,531 | D | |
| Common Shares of Beneficial Interest | 03/18/2008 ⁽³⁾ | | P ⁽³⁾ | | 0 ⁽³⁾ | A | \$ 0 ⁽³⁾ | 190,759 | I | Family Limited Partnership |

Interest

Series D

Cumulative

Redeemable Preferred Shares 03/18/2008 P⁽³⁾ 0⁽³⁾ A⁽³⁾ \$ 0⁽³⁾ 200 D

Common

Shares of Beneficial Interest ⁽⁴⁾ 03/18/2008 03/18/2008 J/K V 56,554 A \$ 0 455,085 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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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Phantom Stock ⁽⁴⁾ | \$ 0 | 03/18/2008 | 03/18/2008 | I/K V | 56,554 | 02/10/2006 02/10/2016 | Common Shares of Beneficial Interest | 56,554 |

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

Brad A. Molotsky, acting as Attorney-In-Fact for Gerard H.
Sweeney

03/18/2008

__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) Shares Redeemed for Taxes per Performance Shares Vesting on March 15, 2008.
- (2) Stock acquired in a transaction exempt from Section 16(b) of the Securities Exchange Act under Brandywine Realty Trust Employee Stock Purchase Plan.
- (3) No transaction on the above date. Direct ownership is being disclosed for informational purposes only.
- (4) This Form 4 merely reflects the transfer of the Phantom Stock Units over to Table I to reflect that the Phantom Stock Units will be settled in Common Shares.

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.