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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST
Form 8-A12B/A
February 23, 2005

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

FORM 8-A/A
(AMENDMENT NO. 1)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

Pennsylvania Real Estate Investment Trust

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania

23-6216339

(State or Other Jurisdiction
of Incorporation or Organization)

(IRS Employer
Identification No.)

The Bellevue, 200 South Broad Street, Philadelphia, Pennsylvania

19102

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the
registration of a class of securities
pursuant to Section 12(b) of the
Exchange Act and is effective
pursuant to General Instruction
A.(c), please check the following box.
 |X|

If this form relates to the
registration of a class of securities
pursuant to Section 12(g) of the
Exchange Act and is effective
pursuant to General Instruction
A.(d), please check the following box.
 |_|

Securities Act registration statement file number to which this form relates: _____
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Rights to purchase shares of beneficial interest

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

(Title of Class)

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This Form 8-A/A amends the Form 8-A filed by Pennsylvania Real Estate Investment Trust ("PREIT") on May 3, 1999.

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

On February 21, 2005, PREIT entered into an Appointment of Successor Rights Agent pursuant to which Wells Fargo Bank, National Association was appointed the successor rights agent under the Rights Agreement, dated as of April 30, 1999, between PREIT and American Stock Transfer & Trust Company. A copy of the appointment is attached to this report as Exhibit 4.1 and incorporated by reference herein.

ITEM 2. EXHIBITS.

Exhibit No.	Description
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4.1	Appointment of Successor Rights Agent, dated February 21, 2005, between PREIT and Wells Fargo Bank, National Association.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

PENNSYLVANIA REAL ESTATE
INVESTMENT TRUST

Date: February 23, 2005

By: /s/ Jonathan B. Weller

Name: Jonathan B. Weller

Title: Vice Chairman

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