BRANDYWINE REALTY TRUST

Form 4/A

August 02, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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).

(Last)

(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]

_X__ Director

below)

Issuer

10% Owner Other (specify

555 E. LANCASTER AVE., SUITE

(Street)

(First)

(Middle)

100

Security

(Instr. 3)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

03/23/2007

03/23/2007

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and CEO

Applicable Line)

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

RADNOR, PA 19087

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5) (Instr. 8)

(A)

or

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(Instr. 4)

Following Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of 5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

6. Date Exercisable and **Expiration Date**

7. Title and Am Underlying Secu

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	(A) (D)	arities Acquired or Disposed of er. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock (1)	\$ 0 (1)	03/23/2007	03/23/2007	<u>I⁽²⁾</u>		43,140.638	02/09/2007	05/02/2015(1)	Common Shares of Beneficial Interest

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SWEENEY GERARD H							
555 E. LANCASTER AVE.	X		President and CEO				
SUITE 100	Λ		riesiuciii aliu CEO				
RADNOR, PA 19087							

Signatures

Gerard H.
Sweeney

**Signature of Reporting Person

O8/02/2007

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).

Shares of phantom stock were disposed of under the Brandywine Realty Trust Executive Deferred Compensation Plan. Shares under the plan are payable in common shares as elected by the reporting person pursuant to the Plan which may include such dates as termination of

- (1) the reporting person's employment with the issuer or upon reaching a specific age and such shares are exempt from 16(b) pursuant to Rule 16b-3(d). The reporting person's account was debited with phantom stock at a rate of \$34.77 per unit on March 23, 2007 on account of the disposition reflected above. Each phantom share has the equivalency of one common share.
- (2) This Form 4 is amended to reflect the appropriate Transaction Code as "I" an exempt Discretionary Transaction in accordance with Rule 16b-3(f) resulting in a disposition of issuer securities.

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.

Reporting Owners 2