

SWEENEY GERARD H
Form 4
December 20, 2017

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)
2929 WALNUT ST., SUITE 1700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2017

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

PHILADELPHIA, PA 19104

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Shares of Beneficial Interest ⁽¹⁾	12/18/2017		S		9,241	\$ 18.5092 ⁽²⁾	D
						1,126,232 ^{(3) (4)}	
Common Shares of Beneficial Interest ⁽¹⁾	12/18/2017		S		10,759	\$ 18.5093 ⁽²⁾	I
						0	Family Limited Partnership

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

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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 Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWEENEY GERARD H 2929 WALNUT ST. SUITE 1700 PHILADELPHIA, PA 19104	X		President and CEO	

Signatures

/s/ Gerard H. Sweeney 12/20/2017

**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).
- The transactions reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan, in accordance with Rule 10b5-1 of the
- (1) Securities Exchange Act of 1934, as amended, and Brandywine Realty Trust's policies regarding stock transactions, including its insider trading policy.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.50 to \$18.54, inclusive. The reporting person undertakes to provide Brandywine Realty Trust, any security holder of Brandywine Realty Trust, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
 - (3) This filing also reports in the ending balance of shares owned, the sum of 2,581.09 additional common shares acquired under the Company's Employee Share Purchase Plan (ESPP). The ESPP shares were purchased following the Reporting Person's last Section 16 filing. Under the ESPP 879.66 shares were acquired on June 6, 2017 at a transaction price of \$14.21 per share, 859.11 shares were

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acquired on September 7, 2017 at a transaction price of \$14.55 per share and 842.32 shares were acquired on December 7, 2017 at a transaction price of \$14.84 per share. The ESPP provides for the purchase of fractional shares. The numbers reported herein are rounded to the nearest whole number.

- (4) This filing also reports in the ending balance of shares owned the sum of 1,572.88 additional common shares acquired under the Company's Dividend Reinvestment Plan (DRIP). Under the DRIP 522.11 shares were acquired on April 19, 2017 at \$16.93 per share, 533.35 shares were acquired on July 21, 2017 at a transaction price of \$17.00 per share and 517.42 were acquired on October 18, 2017 at a transaction price of \$17.95 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.