

SWEENEY GERARD H  
Form 4  
February 13, 2007

**FORM 4**

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

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

OMB APPROVAL

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(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 E. LANCASTER AVE., SUITE  
100

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/09/2007

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

(Street)  
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<br>Security<br>(Instr. 3)                        | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                              |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                           | Price                                                             |
| Common<br>Shares of<br>Beneficial<br>Interest <sup>(2)</sup> | 02/09/2007                              | 02/09/2007                                                  | A                                       |                                                                         | 65,360                                                                                                             | A                                                                          | \$ 35.19                                                          |
| Common<br>Shares of<br>Beneficial<br>Interest                | 02/09/2007                              | 02/09/2007                                                  | A                                       |                                                                         | 0                                                                                                                  | A                                                                          | \$ 0                                                              |
|                                                              |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                            | 190,759 <sup>(1)</sup>                                            |
|                                                              |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                            | I <sup>(1)</sup>                                                  |
|                                                              |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                            | Family<br>Limited<br>Partnership                                  |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                           |                                               |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|---------------------------|-----------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration Date           | Title                                         | Amount<br>or<br>Number<br>of Shares |
| Phantom<br>Stock <sup>(3)</sup>                     | \$ 0 <sup>(3)</sup>                                                | 02/09/2007                              | 02/09/2007                                                  | A                                    |                                                                                                              | 14,627                                                         |     | 02/09/1999                                                          | 05/02/2015 <sup>(3)</sup> | Common<br>Shares of<br>Beneficial<br>Interest | 14,627                              |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                   |       |
|----------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                            | Director      | 10% Owner | Officer           | Other |
| SWEENEY GERARD H<br>555 E. LANCASTER AVE.<br>SUITE 100<br>RADNOR, PA 19087 | X             |           | President and CEO |       |

## Signatures

Gerard H.  
Sweeney  
Date  
02/13/2007

\*\*Signature of  
Reporting Person

## 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) There was no indirect transaction on the above date. The indirect ownership is disclosed for informational purposes only.
- (2) Reflects grant of restricted shares which vest in seven installments commencing March 15, 2008 and continuing on each successive January 15 until January 15, 2014.
- (3) Shares of phantom stock were acquired under the Brandywine Realty Trust Executive Deferred Compensation Plan and are payable in common shares as elected by the reporting person pursuant to the Plan which may include such dates as termination of 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 credited with phantom stock at a rate of \$29.9115 per unit on February 09, 2007 on account of bonus

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deferral. Each phantom share has the equivalency of one common share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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