

MOLOTSKY BRAD A

Form 4

August 09, 2011

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 *
MOLOTSKY BRAD A

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)

08/05/2011

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

General Counsel & Secretary

RADNOR, PA 19087

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) |
|--|---|---|---|---|--|---|---|
| Common Shares of Beneficial Interest ⁽¹⁾ | 08/05/2011 | | M | 21,646 | A \$ 2.91 | 188,863 | D |
| Common Shares of Beneficial Interest ⁽¹⁾ | 08/05/2011 | | S | 21,646 | D \$ 9.72 ⁽²⁾ | 167,217 | D |
| Common Shares of Beneficial | 08/08/2011 | | M | 21,646 | A \$ 2.91 | 188,863 | D |

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Interest ⁽¹⁾

| | | | | | | | |
|--|------------|---|--------|---|------------------------------|---------|---|
| Common Shares of Beneficial Interest ⁽¹⁾ | 08/08/2011 | S | 21,646 | D | \$ 9.33 ⁽³⁾ | 167,217 | D |
|--|------------|---|--------|---|------------------------------|---------|---|

| | | | | | | | |
|--|------------|---|--------|---|------------|---------|---|
| Common Shares of Beneficial Interest ⁽¹⁾ | 08/08/2011 | S | 21,579 | D | \$ 9.18 | 145,638 | D |
|--|------------|---|--------|---|------------|---------|---|

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

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SEC 1474
(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) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 2.91 | 08/05/2011 | | M | | 21,646 | | 04/01/2010 | 04/01/2019 | Common Shares | 64,939 |
| Employee Stock Option (Right to Buy) | \$ 2.91 | 08/08/2011 | | M | | 21,646 | | 04/01/2011 | 04/01/2019 | Common Shares | 43,293 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| MOLOTSKY BRAD A 555 EAST LANCASTER AVENUE | General Counsel & |

SUITE 100
RADNOR, PA 19087

Secretary

Signatures

/s/ Brad A.
Molotsky

08/09/2011

____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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.69

(2) to \$9.76, 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 range set forth in this footnote (2) to this Form 4

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.29

(3) to \$9.48, 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 range set forth in this footnote (3) to this Form 4

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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