

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

## 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

1. Name and Address of Reporting Person \*  
NICHOLS ANTHONY A SR

BRANDYWINE REALTY TRUST  
[BDN]

### 5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)                      (First)                      (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/24/2016

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

555 EAST LANCASTER  
AVENUE, SUITE 100

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

RADNOR, PA 19087

  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)
			Code	V	Amount	(A) or (D)	Price		
Common Shares of Beneficial Interest <sup>(1)</sup>	05/24/2016		A		4,617	A	\$ 0	61,174	D
Common Shares of Beneficial Interest <sup>(2)</sup>								21,992	I
									Family Limited Partnership

1

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOLS ANTHONY A SR 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087	X			

## Signatures

/s/ Jennifer Matthews Rice, as Attorney-in-Fact for Anthony A. Nichols, Sr.

05/26/2016

\_\_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).

(1) These shares reflect the \$70,000 Annual Trustee share award, the number of shares of which is calculated based upon a closing price on 05/24/2016 of \$15.16. Shares will vest ratably over three years: 1/3 on May 24, 2017; 1/3 on May 24, 2018 and 1/3 on May 24, 2019.

(2) There was no transaction in shares held indirectly. The indirect shares are being shown solely for informational purposes only.

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.