

SWEENEY GERARD H
Form 4
February 05, 2019

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)

2929 WALNUT ST., SUITE 1700

(Street)

PHILADELPHIA, PA 19104

(City) (State) (Zip)

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

02/01/2019

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

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

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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⁾	02/01/2019		M	89,097 A	\$ 1,253,256 ⁽²⁾ 14.96 ⁽³⁾	D	
Common Shares of Beneficial Interest ⁽⁴⁾	02/01/2019		F	33,398 D	\$ 1,219,858 14.96	D	

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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 Beneficially (Instr. 3, 4, and 5)
				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
SWEENEY GERARD H 2929 WALNUT ST. SUITE 1700 PHILADELPHIA, PA 19104	X President and CEO

Signatures

/s/ Gerard H. Sweeney 02/05/2019

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) Reflects the delivery of common shares under the reporting person's 2016-2018 Restricted Performance Share Unit Award.

This filing also reports in the ending balance of shares owned, 1,868 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,

(2) 888 shares were acquired on September 10, 2018 at a transaction price of \$14.08 per share and 980 shares were acquired on December 6, 2018 at a transaction price of \$12.75 per share. The ESPP provides for the purchase of fractional shares. The numbers reported herein are rounded to the nearest whole number.

This filing also reports in the ending balance 2,356.38 additional common shares acquired under the Company's Dividend Reinvestment

(3) Plan (DRIP). Under the DRIP, 688.80 shares were acquired on July 24, 2018 at a transaction price of \$16.33 per share, 789.86 shares were acquired on October 22, 2018 at a transaction price of \$14.60 and 877.73 shares were acquired on January 24, 2019 at a transaction price of \$14.25 per share.

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- (4) Reflects common shares withheld to satisfy payroll taxes due upon delivery of common shares under the reporting person's 2016-2018 Restricted Performance Share Unit Award.

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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