

BRANDYWINE REALTY TRUST

Form 424B7

August 07, 2007

**Prospectus Supplement No. 5**  
**(to Prospectus Dated November 8, 2006, as**  
**supplemented by Prospectus Supplement No. 1 dated**  
**December 8, 2006, Prospectus Supplement No. 2**  
**dated December 22, 2006, Prospectus Supplement**  
**No. 3 dated February 9, 2007 and Prospectus**  
**Supplement No. 4 dated March 20, 2007))**

**Filed pursuant to Rule 424(b)(7)**  
**Registration No. 333-138513**

**\$345,000,000**  
**Brandywine Operating Partnership, L.P.**  
**3.875% Exchangeable Guaranteed Notes due 2026**  
**fully and unconditionally guaranteed by**  
**Brandywine Realty Trust**

This prospectus supplement no. 5 supplements and amends the prospectus dated November 8, 2006 (as amended by prospectus supplement no. 1 dated December 8, 2006, prospectus supplement no. 2 dated December 22, 2006, prospectus supplement no. 3 dated February 9, 2007 and prospectus supplement no. 4 dated March 20, 2007) relating to the sale from time to time by the selling securityholders named in the prospectus and in this prospectus supplement of up to \$345,000,000 aggregate principal amount of 3.875% Exchangeable Senior Notes due 2026 of Brandywine Operating Partnership, L.P., and the common shares of beneficial interest of Brandywine Realty Trust, if any, issuable upon exchange of the notes.

This prospectus supplement should be read in conjunction with and accompanied by, and is qualified by reference to, the prospectus, except to the extent that the information in this prospectus supplement supersedes any information contained in the prospectus.

Common shares of beneficial interest of Brandywine Realty Trust are listed on the New York Stock Exchange under the symbol **BDN** . On August 3, 2007, the last reported sale price of common shares of beneficial interest of Brandywine Realty Trust on the New York Stock Exchange was \$23.76 per share.

**Investing in the notes involves risks. See Risk Factors beginning on page 7 of the prospectus, as well as the risk factors that are incorporated by reference in the prospectus.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

The date of this prospectus supplement is August 6, 2007

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**SELLING SECURITYHOLDERS**

The information appearing in the table below supplements and amends the information with respect to such selling securityholders in the table appearing under the heading **Selling Securityholders** in the prospectus. The information is based solely on information provided to us by or on behalf of the selling securityholders on or prior to August 3, 2007. The number of Brandywine common shares issuable upon exchange of the notes shown in the table below represents the maximum number of Brandywine common shares issuable upon exchange of the notes assuming exchange of the full amount of notes held by each holder at the initial exchange rate of 25.4065 Brandywine common shares per \$1,000 principal amounts of the notes. This exchange rate is subject to adjustments in certain circumstances. Because the selling securityholders may offer all or some portion of the notes or Brandywine common shares issuable upon exchange of the notes, we have assumed for purposes of the table below that the named selling securityholders will sell all of the notes or exchange all of the notes and sell all of the Brandywine common shares issuable upon exchange of the notes offered pursuant to this prospectus supplement and the prospectus. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided the information regarding their notes in transactions exempt from the registration requirements of the Securities Act. Information about the selling securityholders may change over time. Any changed information given to us by the selling securityholders will be set forth in a prospectus supplement if and when necessary or, if appropriate, a post-effective amendment to the registration statement of which this prospectus supplement and the prospectus is a part. Because the selling securityholders may offer all or some of their notes or the underlying Brandywine common shares from time to time, we cannot estimate the amount of notes or underlying Brandywine common shares that will be held by the selling securityholders upon the termination of any particular offering. See **Plan of Distribution** in the prospectus for further information.

| <b>Name *</b>                         | <b>Aggregate<br/>Principal<br/>Amount of<br/>Notes</b> | <b>Percentage<br/>of Notes<br/>Outstanding<br/>**</b> | <b>Number of<br/>Brandywine<br/>Common<br/>Shares That<br/>May be<br/>Sold ***</b> | <b>Other<br/>Brandywine<br/>Common<br/>Shares<br/>Beneficially<br/>Owned<br/>Before the<br/>Offering<br/>and<br/>Assumed<br/>to be<br/>Owned<br/>Following<br/>the<br/>Offering</b> | <b>Percentage<br/>of<br/>Outstanding<br/>Common<br/>Shares<br/>Beneficially<br/>Owned<br/>Following<br/>the<br/>Offering<br/>****</b> |
|---------------------------------------|--|---|--|---|---|
|                                       | <b>That May be<br/>Sold<br/>(\$)</b>                   |   |  |   |   |
| Bayerische Hypo-und<br>Vereinsbank AG | 10,000,000   | 2.90%   | 72,464   |   |   |

\* See **Plan of Distribution** in the prospectus.

\*\* Unless otherwise noted, none of these selling

securityholders  
beneficially own  
1% or more of  
the outstanding  
notes.

\*\*\* Represents an  
estimate of the  
maximum  
number of  
Brandywine  
common shares  
issuable upon  
exchange of all  
of the holder's  
notes at the  
initial exchange  
rate of 25.4065  
Brandywine  
common shares  
per \$1,000  
principal  
amount of the  
notes, or an  
estimated  
aggregate  
maximum of  
2,500,000  
Brandywine  
common shares  
issuable to all  
holders of the  
notes. This  
exchange rate is  
subject to  
adjustment as  
described under  
Description of  
Notes  
Exchange  
Rights in the  
prospectus. The  
number of  
Brandywine  
common shares  
issuable upon  
exchange of the  
notes may  
change in the  
future as a result  
of adjustments

to the exchange  
rate and the  
price of the  
Brandywine  
common shares  
at the time of  
the exchange of  
the notes.

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\*\*\*\* Calculated based on Rule 13d-3 of the Exchange Act, using 86,843,035 Brandywine common shares outstanding as of August 3, 2007. In calculating these percentages for each holder of notes, we also treated as outstanding the estimated number of Brandywine common shares issuable upon exchange of that holder's notes at the initial exchange rate. However, we did not assume the exchange of any other holder's notes. Based on the 86,843,035 Brandywine common shares outstanding as of August 3, 2007, unless otherwise noted, none of these selling securityholders would beneficially own 1% or more of the outstanding Brandywine common shares following the

sale of securities  
in the offering.