

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST  
 Form 4  
 July 29, 2013

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 RUBIN GEORGE F

2. Issuer Name and Ticker or Trading Symbol  
 PENNSYLVANIA REAL ESTATE INVESTMENT TRUST [PEI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/07/2013

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

C/O PENN. REAL ESTATE INVESTMENT TRUST, 200 S. BROAD ST., THE BELLEVUE  
 (Street)

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

PHILADELPHIA, PA 19102  
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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)**

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| 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 Security (Instr. 3 and 4) |   |        |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|--------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount |
| Units of Class A Limited Partnership Interest | (1)  | 06/07/2013                           |  | J(2)                           | V 100,000   | (1) (1)  | (1) (1)   | Shares of beneficial interest, par value \$1.00 per share | 10     |
| Units of Class A Limited Partnership Interest | (1)  | 06/07/2013                           |  | J(2)                           | V 100,000   | (1) (1)  | (1) (1)   | Shares of beneficial interest, par value \$1.00 per share | 10     |
| Units of Class A Limited Partnership Interest | (1)  | 07/25/2013                           |  | J(4)                           | V 69,789  | (1) (1)  | (1) (1)   | Shares of beneficial interest, par value \$1.00 per share | 6      |
| Units of Class A Limited Partnership Interest | (1)  | 07/25/2013                           |  | J(4)                           | V 69,789  | (1) (1)  | (1) (1)   | Shares of beneficial interest, par value \$1.00 per share | 6      |
| Units of Class A Limited Partnership Interest | (1)  |                                      |  |                                |   | (1) (1)  | (1) (1)   | Shares of beneficial interest, par value \$1.00 per share | 8      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| RUBIN GEORGE F<br>C/O PENN. REAL ESTATE INVESTMENT TRUST<br>200 S. BROAD ST., THE BELLEVUE<br>PHILADELPHIA, PA 19102 | X             |           | Vice Chairman |       |

## Signatures

/s/ George F.  
Rubin

07/29/2013

\_\_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 derivative securities are units of Class A Limited Partnership Interest (the "Units") in PREIT Associates, L.P., the operating partnership of the issuer. The Units held by the reporting person are generally redeemable one year after the date of issuance, in all cases

(1) in consideration for cash equal to the contemporaneous market price of shares of beneficial interest in the issuer or, at the election of the issuer, for a like number of shares of beneficial interest in the issuer, without payment of any conversion or exercise price. The Units are currently redeemable, but have not been redeemed. The Units have no expiration date.

- (2) This transaction involved an annuity distribution of 100,000 Units from a Grantor Retained Annuity Trust ("GRAT") for the benefit of the reporting person to the reporting person.
- (3) The holder of these securities is a GRAT of which the reporting person is the trustee and beneficiary.
- (4) This transaction involved a distribution of 69,789 Units from the GRAT for the benefit of the reporting person to the reporting person.
- (5) These shares are held by the Non-QTIP Marital Trust U/W of Richard I. Rubin, a trust of which the reporting person is a trustee and a beneficiary. Mr. Rubin disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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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