

PRENTISS PROPERTIES TRUST/MD  
Form 4  
July 29, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
ERNST MICHAEL A

2. Issuer Name and Ticker or Trading Symbol  
PRENTISS PROPERTIES TRUST/MD [PP]

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

(Last) (First) (Middle)  
3890 WEST NORTHWEST HIGHWAY, SUITE 400  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/27/2005

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
CFO & Executive Vice President

DALLAS,, TX 752205166

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

(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                   | 07/28/2005                           |  | M                              | V Amount (D) Price<br>8,817 A \$ 34.2                             | 8,817   | D <sup>(1)</sup>   |   |
| Common Shares                   | 07/28/2005                           |  | M                              | V Amount (D) Price<br>10,334 A \$ 26.09                           | 19,151  | D  |   |
| Common Shares                   | 07/28/2005                           |  | F                              | V Amount (D) Price<br>5,629 D \$ 40.8                             | 13,522  | D <sup>(1)</sup>   |   |
| Common Shares                   | 07/28/2005                           |  | F                              | V Amount (D) Price<br>8,817 D \$ 40.8                             | 4,705   | D <sup>(1)</sup>   |   |
| Common Shares                   | 07/28/2005                           |  | M                              | V Amount (D) Price<br>4,000 A \$ 28.1                             | 8,705   | D  |   |
| Common Shares                   | 07/28/2005                           |  | F                              | V Amount (D) Price<br>4,000 D \$ 40.8                             | 4,705   | D <sup>(1)</sup>   |   |
| Common Shares of Beneficial     | 07/27/2005                           |  | S                              | V Amount (D) Price<br>5,000 D \$ 40.6                             | 63,147  | D  |   |

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Interest(CommonShares)

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

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(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) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Options                                    | \$ 28.1  | 07/28/2005                           |  | M                              | 4,000   | 02/28/2003   | 02/28/2012  | Common Shares              | 4,000  |
| Options                                    | \$ 26.09   | 07/28/2005                           |  | M                              | 10,334  | 03/05/2004   | 03/05/2013  | Common Shares              | 10,334 |
| Options                                    | \$ 34.2  | 07/28/2005                           |  | M                              | 8,817   | 02/23/2005   | 02/23/2014  | Common Shares              | 8,817  |
| Options                                    | \$ 34.8  |                                      |  |                                |   | 02/03/2006   | 02/03/2015  | Common Shares              | 27,000 |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

ERNST MICHAEL A  
3890 WEST NORTHWEST HIGHWAY  
SUITE 400  
DALLAS,, TX 752205166

CFO & Executive Vice President

## Signatures

By: Gregory S. Imhoff (POA on File)

07/28/2005

\_\_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) Represents 18,446 Common Shares withheld by the Company to satisfy the option exercise price and payroll tax withholding obligation due upon the exercise of options held by Mr. Ernst. These shares were then placed in treasury. Mr. Ernst retained the remaining balance of the Common Shares (4,705 Common Shares).

(2) Options will become exercisable for one-third of the covered Common Shares on 03/05/04, 03/05/05 and for the balance of the covered Common Shares on 03/05/06.

(3) Options will become exercisable for one-third of the covered Common Shares on 02/23/05, 02/23/06 and for the balance of the covered Common Shares on 02/23/07.

(4) Options will become exercisable for one-third of the Common Shares 02/03/06, 02/03/07 and for the balance of the covered Common Shares on 02/03/08.

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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