

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST
 Form 4
 September 26, 2008

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 RONALD

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

(Last) (First) (Middle)
 C/O PENN. REAL ESTATE INVESTMENT TRUST, THE BELLEVUE, 200 S. BROAD STREET

3. Date of Earliest Transaction (Month/Day/Year)
 09/09/2008

(Street)
 PHILADELPHIA, PA 19102

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Shares of Beneficial Interest, par value \$1.00 per share | | | | (A) or (D) Price | 254,532 | D | |
| Shares of Beneficial Interest, par value \$1.00 | | | | (A) or (D) Price | 27,800 | I | By Trust (1) |

per share

Shares of Beneficial Interest, par value \$1.00 per share

7,834

I

By Trust
(2)

Shares of Beneficial Interest, par value \$1.00 per share

5,000

I

By Trust
(3)

Shares of Beneficial Interest, par value \$1.00 per share

750

I

By Trust
(3)

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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Units of Class A Limited Partnership Interest | <u>(4)</u> | 09/09/2008 | | J | V 2,776 | <u>(4)</u> <u>(4)</u> | Shares of Beneficial Interest, par value \$1.00 per share |
| Units of Class A Limited Partnership Interest | <u>(4)</u> | 09/09/2008 | | J ⁽⁶⁾ | V 2,776 | <u>(4)</u> <u>(4)</u> | Shares of Beneficial Interest, par value \$1.00 per share |
| Units of Class A | <u>(4)</u> | 09/26/2008 | | J ⁽⁷⁾ | 100,000 | <u>(4)</u> <u>(4)</u> | Shares of Beneficial |

| | | | | | | | |
|---|-----|------------|--------------------|---------|-----|-----|---|
| Limited Partnership Interest | | | | | | | Interest, par value \$1.00 per share |
| Units of Class A Limited Partnership Interest | (4) | 09/26/2008 | J ⁽⁷⁾ | 100,000 | (4) | (4) | Shares of Beneficial Interest, par value \$1.00 per share |
| Units of Class A Limited Partnership Interest | (4) | 09/26/2008 | G ⁽⁸⁾ V | 100,000 | (4) | (4) | Shares of Beneficial Interest, par value \$1.00 per share |
| Units of Class A Limited Partnership Interest | (4) | 09/26/2008 | G ⁽⁸⁾ V | 100,000 | (4) | (4) | Shares of Beneficial Interest, par value \$1.00 per share |
| Units of Class A Limited Partnership Interest | (4) | | | | (4) | (4) | Shares of Beneficial Interest, par value \$1.00 per share |
| Units of Class A Limited Partnership Interest | (4) | | | | (4) | (4) | Shares of Beneficial Interest, par value \$1.00 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RUBIN RONALD C/O PENN. REAL ESTATE INVESTMENT TRUST THE BELLEVUE, 200 S. BROAD STREET PHILADELPHIA, PA 19102 | X | | Chairman and CEO | |

Signatures

Ronald Rubin

09/26/2008

**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 are held by the Non-QTIP Marital Trust U/W of Richard I. Rubin (the "Marital Trust"), a trust of which Mr. Rubin is a trustee and a beneficiary.
- (2) These shares are held by a trust of which Mr. Rubin is a trustee and a beneficiary.
- (3) These shares are held by trusts of which Mr. Rubin is a trustee. Mr. Rubin disclaims beneficial ownership of these shares.
- 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 are generally redeemable one year after the date of issuance 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. These Units are currently redeemable, but have not been redeemed. The Units have no expiration date.
- (4) Roosevelt Blvd. Co., Inc. was the holder of these Units.
- (5) Mr. Rubin received these Units as a result of a distribution from Roosevelt Blvd. Co., Inc. Mr. Rubin is the sole shareholder of Roosevelt Blvd. Co., Inc.
- On September 26, 2008, a 2007 grantor retained annuity trust ("GRAT") for the benefit of Ronald Rubin's daughter and a 2007 GRAT for the benefit for the benefit of his son each distributed to Ronald Rubin 100,000 Units in satisfaction of these GRATs' annual obligations to Ronald Rubin. Mr. Rubin received these Units for no consideration. George F. Rubin is the trustee of these 2007 GRATs. Ronald Rubin and George F. Rubin are brothers.
- (6) Ronald Rubin made gifts of Units to each of a 2008 GRAT for the benefit of his daughter and to a 2008 GRAT for the benefit of his son on September 26, 2008. George F. Rubin is the trustee of these 2008 GRATs.
- (7) The Marital Trust is the holder of these Units. Mr. Rubin disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- Pan American Office Investments, L.P. is the holder of these Units. Mr. Rubin is the sole shareholder of Pan American Office Investment - GP, Inc., which in turn is the general partner of Pan American Office Investments, L.P. In addition, Mr. Rubin directly holds a limited partnership interest in Pan American Office Investments, L.P.
- (8) (9) (10)

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.