

BRANDYWINE REALTY TRUST

Form 4/A

April 17, 2008

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SOWA GEORGE D

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)

**555 EAST LANCASTER
AVENUE, SUITE 100**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/08/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive Vice President

RADNOR, PA 19087

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/10/2008

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Shares of Beneficial Interest <u>(1)</u>	04/08/2008	04/08/2008	A		7,764 (1)	\$ 17.61	42,538 D
Common Shares of Beneficial Interest <u>(2)</u>	04/08/2008 ⁽²⁾	04/08/2008 ⁽²⁾	A		1,988 (2)	\$ 17.61	44,526 D
Common Shares of Beneficial	04/08/2008 ⁽³⁾	04/08/2008	A		1,403	\$ 14.97	45,929 D

Edgar Filing: BRANDYWINE REALTY TRUST - Form 4/A

Interest ⁽³⁾

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) ⁽⁴⁾	\$ 20.61	04/08/2008	04/08/2008	A		50,267 <u>(4)</u>		04/08/2009 ⁽⁴⁾	04/08/2018	Common Shares of Beneficial Interest	50,267 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SOWA GEORGE D 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087	Executive Vice President

Signatures

Brad A. Molotsky, as Attorney-In-Fact for George Sowa 04/17/2008

 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) Reflects the grant of restricted performance shares all of which vest (cliff vest) on April 8, 2011.
- (2) The shares acquired reflects the acquisition of shares under the Brandywine Realty Trust Executive Deferred Compensation Plan (the "Plan") pursuant to an earlier election by the reporting person to defer all or part of his annual incentive compensation performance bonus for 2007 into the Plan and invest all or part of the amount deferred into Company shares. This portion of the annual

Edgar Filing: BRANDYWINE REALTY TRUST - Form 4/A

compensation deferral did not qualify for any discount on the acquisition of the 1,988 shares.

- (3) The shares acquired reflects the acquisition of shares under the Brandywine Realty Trust Executive Deferred Compensation Plan (the "Plan) pursuant to an earlier election by the reporting person to defer all or part of his annual incentive compensation performance bonus for 2007 into the Plan and invest all or part of the amount deferred into Company shares. Consistent with a policy previously adopted by the Trust's Compensation Committee with respect to employee annual incentive compensation performance bonuses, and by making such election to invest the deferred bonus into Company shares the reporting person was able to purchase the shares at a 15% discount. The reporting person's account in the Plan was credited with the number of common shares reported in Footnote 2 (1,988), as well as the shares purchased at the discount (1,403), based upon the closing price per share of the common shares on April 8, 2008 (\$17.61).
- (4) Reflects options awarded for 2007 performance and vest ratably over a three-year period in which 1/3rd of the options vest and become exercisable on April 8, 2009; another 1/3rd of the options vest and become exercisable on April 8, 2010; and the balance of the options vest and become exercisable on April 8, 2011.
- (5) Options received as employment compensation.

Remarks:

This Form 4 amends the earlier Form 4, filed on April 10, 2008, in order to reflect the acquisition of additional shares purchased

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.