

BRANDYWINE REALTY TRUST
Form 4
April 10, 2008

FORM 4

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

OMB APPROVAL

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

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 *
SWEENEY GERARD H

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
 Officer (give title below) Other (specify below)
President and CEO

RADNOR, PA 19087

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)
			Code	V	Amount (D) or Price		
Common Shares of Beneficial Interest ⁽¹⁾	04/08/2008 ⁽¹⁾	04/08/2008 ⁽¹⁾	A		\$ 35,560 ⁽¹⁾ 17.61 ⁽¹⁾	D	
Common Shares of Beneficial Interest ⁽²⁾	04/08/2008 ⁽²⁾		P		\$ 0 ⁽²⁾ 190,759	I	Family Limited Partnership
Series D Cumulative Redeemable	04/08/2008		P		\$ 0 ⁽²⁾ 200	D	

Preferred
Shares

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	Amount
Stock Option (Right to Buy) ⁽³⁾	\$ 20.61	04/08/2008	04/08/2008	A	1,010,000	04/08/2009 ⁽³⁾	04/08/2018	Common shares of Beneficial Interest	1,010,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWEENEY GERARD H 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087	X		President and CEO	

Signatures

Brad A. Molotsky, as Attorney-In-Fact for Gerard H. Sweeney

04/10/2008

**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) No transaction on the above date. Direct ownership is being disclosed for informational purposes only.

(3) 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.

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(4) Options received as employment compensation.

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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