

PRENTISS MICHAEL V
Form 4
January 09, 2006

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 *
PRENTISS MICHAEL V

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)
401 PLYMOUTH ROAD, SUITE 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2006

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

PLYMOUTH MEETING, PA 19462

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) | |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Shares of Beneficial Interest | 01/05/2006 | 01/05/2006 | A | | 1,023,760 | A | (1) 1,023,760 | D |
| Common Shares of Beneficial Interest | 01/05/2006 | 01/05/2006 | A | | 221,469 | A | (2) 221,469 | D |
| Common Shares of Beneficial Interest | 01/05/2006 | 01/05/2006 | A | | 298,903 | A | (1) 298,903 | I In Trust |

Interest

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)

| 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 Number Shares |
| Class A Common Units of Limited Partnership Interest | (3) | 01/05/2006 | 01/05/2006 | A | 362,545 | 01/05/2006 | (3) | Common Shares of Beneficial Interest | 362,545 |
| Class A Common Units of Limited Partnership Interest | (3) | 01/05/2006 | 01/05/2006 | A | 460,041 | 01/05/2006 | (3) | Common Shares of Beneficial Interest | 460,041 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PRENTISS MICHAEL V 401 PLYMOUTH ROAD SUITE 500 PLYMOUTH MEETING, PA 19462 | X | | | |

Signatures

Michael V. Prentiss 01/09/2006

**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) Received in connection with the merger (the "REIT Merger") of Prentiss Property Trust ("Prentiss") into Brandywine Cognac I, LLC, an indirect subsidiary of Brandywine Realty Trust ("Brandywine"). On the effective date of the Merger, each issued and outstanding Prentiss common share of beneficial interest was converted into the right to receive (i) \$21.50 in cash and (ii) 0.69 of a Brandywine common share of beneficial interest.
- (2) Received in connection with the REIT Merger, and represents shares beneficially owned by the reporting person pursuant to a Prentiss deferred compensation plan (the "Plan"). On the effective date of the REIT Merger, each issued and outstanding Prentiss common share of beneficial interest held pursuant to the Plan was converted into the right to receive 1.4476 Brandywine common shares of beneficial interest.
- (3) Received on the effective date of the REIT Merger in connection with the merger (the "Partnership Merger") immediately after the effective time of the REIT Merger of Prentiss Properties Acquisition Partners, L.P. (the "Prentiss Operating Partnership") into Brandywine Cognac II, LLC, an indirect subsidiary of Brandywine and a wholly-owned subsidiary of Brandywine Operating Partnership, L.P. (the "Brandywine Operating Partnership"). In the Partnership Merger, each Prentiss Operating Partnership redeemable unit of limited partnership interest was converted into 1.3799 Brandywine Operating Partnership Class A common units of limited partnership interest. Each Brandywine Operating Partnership Class A common unit of limited partnership interest is convertible into 1 Brandywine common share of beneficial interest at any time, and has no expiration date.

Remarks:

Mr. Prentiss also reports 66,305 BDN shares held indirectly through the Companys KEYSOP deferred compensation plan in w

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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