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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST  
Form 8-A12B/A  
February 23, 2005

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

FORM 8-A/A  
(AMENDMENT NO. 1)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR 12(G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Pennsylvania Real Estate Investment Trust

-----  
(Exact Name of Registrant as Specified in its Charter)

Pennsylvania

23-6216339

-----  
(State or Other Jurisdiction  
of Incorporation or Organization)

(IRS Employer  
Identification No.)

The Bellevue, 200 South Broad Street, Philadelphia, Pennsylvania

19102

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(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the  
registration of a class of securities  
pursuant to Section 12(b) of the  
Exchange Act and is effective  
pursuant to General Instruction  
A.(c), please check the following box.  
 |X|

If this form relates to the  
registration of a class of securities  
pursuant to Section 12(g) of the  
Exchange Act and is effective  
pursuant to General Instruction  
A.(d), please check the following box.  
 |\_|

Securities Act registration statement file number to which this form relates: \_\_\_\_\_  
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered  
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Name of Each Exchange on Which  
Each Class is to be Registered  
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Rights to purchase shares of beneficial interest

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

\_\_\_\_\_  
(Title of Class)

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This Form 8-A/A amends the Form 8-A filed by Pennsylvania Real Estate Investment Trust ("PREIT") on May 3, 1999.

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

On February 21, 2005, PREIT entered into an Appointment of Successor Rights Agent pursuant to which Wells Fargo Bank, National Association was appointed the successor rights agent under the Rights Agreement, dated as of April 30, 1999, between PREIT and American Stock Transfer & Trust Company. A copy of the appointment is attached to this report as Exhibit 4.1 and incorporated by reference herein.

ITEM 2. EXHIBITS.

Exhibit No.	Description
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4.1	Appointment of Successor Rights Agent, dated February 21, 2005, between PREIT and Wells Fargo Bank, National Association.

2

SIGNATURE

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

PENNSYLVANIA REAL ESTATE  
INVESTMENT TRUST

Date: February 23, 2005

By: /s/ Jonathan B. Weller

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Name: Jonathan B. Weller

Title: Vice Chairman

3