

AUGUST THOMAS F
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

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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 *
AUGUST THOMAS F

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 Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares of Beneficial Interest | 01/05/2006 | 01/05/2006 | A | 173,339 A (1) | 173,339 | D | |
| Common Shares of Beneficial Interest | 01/05/2006 | 01/05/2006 | A | 281,529 A (2) | 281,529 | D | |
| Common Shares of Beneficial Interest | 01/05/2006 | 01/05/2006 | A | 80,397 A (1) | 80,397 | I | In Trust |

Interest

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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------------------------------|-------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Class A Common Units of Limited Partnership Interest | (3) | 01/05/2006 | 01/05/2006 | A | | 42,716 | | 01/05/2006 | (3) | Common Shares of Beneficial Interest | 42 |
| Class A Common Units of Limited Partnership Interest | (3) | 01/05/2006 | 01/05/2006 | A | | 75,895 | | 01/05/2006 | (3) | Common Shares of Beneficial Interest | 75 |
| Stock Option (Right to Buy) | \$ 19.4114 (4) | 01/05/2006 | 01/05/2006 | A | | 17,805 | | 01/05/2006 | 02/28/2012 | Common Shares of Beneficial Interest | 17 |
| Stock Option (Right to Buy) | \$ 18.0229 (5) | 01/05/2006 | 01/05/2006 | A | | 102,298 | | 01/05/2006 | 03/05/2013 | Common Shares of Beneficial Interest | 102 |
| Stock Option (Right to Buy) | \$ 23.6253 (6) | 01/05/2006 | 01/05/2006 | A | | 121,598 | | 01/05/2006 | 02/23/2014 | Common Shares of Beneficial Interest | 121 |

