#### SWEENEY GERARD H

Form 4

February 13, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SWEENEY GERARD H			2. Issuer Name <b>and</b> Ticker or Trading Symbol BRANDYWINE REALTY TRUST [BDN]						5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				_X_ Director _X_ Officer (giv		0% Owner ther (specify			
555 E. LANCASTER AVE., SUITE 100			(Month/Day/Year) 02/09/2007						below) below) President and CEO			
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person						
RADNOR,							Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	le I - Non	ı-D	erivative S	Secur	ities Acq	uired, Disposed o	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	tion Date 2A. Deemo ay/Year) Execution any (Month/Da		if Transaction Code ( ar) (Instr. 8)		on(A) or Dis (Instr. 3, 4	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		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 (2)	02/09/2007	02/09/2	007	Code '	V	Amount 65,360	(D)	Price \$ 35.19	378,516	D		
Common Shares of Beneficial Interest	02/09/2007	02/09/2	007	A		0	A	\$ 0	190,759 (1)	I (1)	Family Limited Partnership	

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)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of orDerivative 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	Amou or Numb of Sha
Phantom Stock (3)	\$ 0 (3)	02/09/2007	02/09/2007	A	14,627	02/09/1999	05/02/2015(3)	Common Shares of Beneficial Interest	14,62

## **Reporting Owners**

lationships
la

Director 10% Owner Officer Other

SWEENEY GERARD H 555 E. LANCASTER AVE. SUITE 100

X President and CEO

RADNOR, PA 19087

### **Signatures**

Gerard H. 02/13/2007 Sweeney

\*\*Signature of Date
Reporting Person

# **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) There was no indirect transaction on the above date. The indirect ownership is disclosed for informational purposes only.
- (2) Reflects grant of restricted shares which vest in seven installments commencing March 15, 2008 and continuing on each successive January 15 until January 15, 2014.
- (3) Shares of phantom stock were acquired under the Brandywine Realty Trust Executive Deferred Compensation Plan and are payable in common shares as elected by the reporting person pursuant to the Plan which may include such dates as termination of the reporting person's employment with the issuer or upon reaching a specific age and such shares are exempt from 16(b) pursuant to Rule 16b-3(d). The reporting person's account was credited with phantom stock at a rate of \$29.9115 per unit on February 09, 2007 on account of bonus

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deferral. Each phantom share has the equivalency of one common share.

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