

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

Form 8-K

February 06, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 6, 2004**

Pennsylvania Real Estate Investment Trust

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

1-6300
(Commission
File Number)

23-6216339
(IRS Employer
Identification Number)

The Bellevue, 200 S. Broad Street
Philadelphia, Pennsylvania
(Address of principal executive offices)

19102
(Zip Code)

Registrant's telephone number, including area code: **(215) 875-0700**

Not applicable

(Former name or former address, if changed since last report)

Item 5. Other Events and Required FD Disclosure

On February 6, 2004, Pennsylvania Real Estate Investment Trust (the "Company") issued a press release regarding the withdrawal of its previously announced proposed offering of common shares and issues relating to its REIT compliance, a copy of which is furnished as Exhibit 99.1 to this Form 8-K. Furnished as Exhibit 99.2 to this Form 8-K is an opinion of Drinker, Biddle & Reath LLP regarding certain tax matters.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

Date: February 6, 2004

By: /s/ BRUCE GOLDMAN

Bruce Goldman
Executive Vice President and General Counsel

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EXHIBIT INDEX

Exhibit	Document
99.1	Press release of Pennsylvania Real Estate Investment Trust issued on February 6, 2004
99.2	Opinion of Drinker Biddle & Reath LLP regarding certain tax matters

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