MOLOTSKY BRAD A

Form 4 April 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

MOLOTSKY BRAD A Syn		2. Issuer Name and Ticker or Trading Symbol BRANDYWINE REALTY TRUST [BDN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 555 EAST L AVENUE, S	ANCASTER	(M	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2009				Director 10% Owner Self-control of the control o			
DADMOD I	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
RADNOR, I								Person		
(City)	(State)	(Zip)	Table !	I - Non-De	erivative S	ecurit	ies Acqı	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares of Beneficial Interest (1)	04/01/2009			Code V	Amount 26,860	(D)	Price \$ 0	(Instr. 3 and 4) 117,738	D	
Common Shares of Beneficial Interest (2)	04/01/2009			A	20,619	A	\$ 2.91	138,357	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Edgar Filing: MOLOTSKY BRAD A - Form 4

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 biDerivative Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Stock Option (Right to Buy) (3)	\$ 2.91	04/01/2009		A	64,939	04/01/2010	03/31/2019	Common Shares of Beneficial Interest	64,
Performance Shares (5)	\$ 0	04/01/2009		A	34,991	<u>(5)</u>	<u>(5)</u>	Common Shares of Beneficial Interest	34,

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MOLOTSKY BRAD A 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087			General Counsel & Secretary				

Signatures

/s/ Brad A. Molotsky	04/03/200		
**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) Reflects the grant of a restricted share award all the shares of which vest (cliff vest) on April 1, 2012

(2)

Reporting Owners 2

Edgar Filing: MOLOTSKY BRAD A - Form 4

The shares acquired reflects the acquisition of shares under the Brandywine Realty Trust Executive Deferred Compensation Plan (the "Plan") pursuant to an earlier election by the reporting person to defer all or part of his annual incentive compensation performance cash bonus for 2008 into the Plan and invest all or part of the amount deferred into Company shares. The reporting person's account in the plan was credited with the shares based upon the closing price per share of the common shares on April 1, 2009 (\$2.91).

- Reflects options awarded for 2008 performance and vest ratably over a three-year period in which 1/3rd of the options vest and become exercisable on April 1, 2010; another 1/3rd of the options vest and become exercisable on April 1, 2011; and the balance of the options vest and become exercisable on April 1, 2012.
- (4) Options received as employment compensation.
 - Reflects the reporting person's receipt of an award under the Brandywine Realty Trust (BDN) 2009-2011 Restricted Performance Share Unit Program (the Program), a copy of which BDN is filing as an exhibit to a Current Report on Form 8-K. The award represents a contingent right to receive the number of BDN common shares reported in Table II (subject to increases or decreases as provided for in
- the Program) that may be issued to the reporting person under the Program if BDN's total return to shareholders during the measurement period established under the Program meets or exceeds specified targets and if the reporting person satisfies the vesting conditions applicable to his award. The number of BDN common shares, if any, that the reporting person would receive on account of his award will depend on the extent to which BDN meets or exceeds the performance targets, the payment of common share dividends and the reporting person's achievement of the vesting conditions applicable to his award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.