Fowler Wyche Form 4 June 04, 2009

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

1(b).

may continue. See Instruction 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 \*

Fowler Wyche

(Last) (First) (Middle)

555 EAST LANCASTER **AVENUE, SUITE 100** 

(Street)

(State)

(Zip)

RADNOR, PA 19087

(City)

2. Issuer Name and Ticker or Trading

Symbol

**BRANDYWINE REALTY TRUST** [BDN]

(Month/Day/Year) 06/02/2009

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

\_X\_\_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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 Acquire on(A) or Disposed of (D) (Instr. 3, 4 and 5)	d 5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	
			Code V	(A) or Amount (D) Prio	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common							

Shares of 06/02/2009 A 24,310 D Beneficial Interest (1)

Common Shares of 29,313 (3) 06/02/2009 A D Beneficial Interest (2)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	* '				
						2.10101541010			of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Fowler Wyche 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087

X

# **Signatures**

/s/ Brad A. Molotsky, as Attorney-in-Fact for Wyche Fowler

06/04/2009

\*\*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).
- These shares reflect the \$40,000 annual Trustee share award the number of shares of which is calculated based upon the closing price on June 2, 2009 of \$7.15. Shares will vest ratably over three years: 1/3 on June 2, 2010; 1/3 on June 2, 2011 and 1/3 on June 2, 2012.
- 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 of his \$35,000 annual Board fee for 2009 into the Plan and invest all 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 June 2, 2009 (\$7.15).
- (3) The ending balance of shares owned includes 108 additional shares acquired through the dividend reinvestment feature of the Brandywine Realty Trust Dividend Reinvestment Plan (DRIP). The shares are exempt under Section 16 and were acquired since the Reporting Person's last Section 16 filing at a transaction price of \$4.7909 per share. The shares have not previously been included and reflected in

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the balance of shares owned. The information in this report is as of June 2, 2009. The DRIP Plan provides for the purchase of fractional shares. The number reported is the nearest whole number.

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.