

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST
 Form 4
 August 14, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 RUBIN GEORGE F

2. Issuer Name and Ticker or Trading Symbol
 PENNSYLVANIA REAL ESTATE INVESTMENT TRUST [PEI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O PENN. REAL ESTATE INVESTMENT TRUST, 200 S. BROAD ST., THE BELLEVUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/02/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman

PHILADELPHIA, PA 19102
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Shares of Beneficial Interest, par value \$1.00 per share | 08/02/2013 | | G ⁽¹⁾ | V | 68,379 | D | \$ 0 | 31,621 | I | By GRAT ⁽²⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 08/06/2013 | | G ⁽¹⁾ | V | 15,000 | D | \$ 0 | 16,621 | I | By GRAT ⁽²⁾ |

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| | | | | | | | | | |
|---|------------|-------------------------|---|--------|---|------|--------------------|---|-----------------------|
| Shares of Beneficial Interest, par value \$1.00 per share | 08/13/2013 | <u>J</u> ⁽³⁾ | V | 16,621 | D | \$ 0 | 0 | I | By GRAT <u>(2)</u> |
| Shares of Beneficial Interest, par value \$1.00 per share | 08/13/2013 | <u>J</u> ⁽³⁾ | V | 16,621 | A | \$ 0 | 195,959 <u>(4)</u> | D | |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | | 97,999 | I | By Trust <u>(5)</u> |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | | 27,800 | I | By Trust <u>(6)</u> |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | | 7,834 | I | By Trust <u>(7)</u> |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | | 5,000 | I | By Trust <u>(8)</u> |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | | 750 | I | By Trust <u>(8)</u> |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | | 900 | I | By Trust <u>(9)</u> |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | | 1,063 | I | By Spouse <u>(10)</u> |

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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.

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(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| RUBIN GEORGE F C/O PENN. REAL ESTATE INVESTMENT TRUST 200 S. BROAD ST., THE BELLEVUE PHILADELPHIA, PA 19102 | X | | Vice Chairman | |

Signatures

George F. Rubin 08/14/2013

__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) The reporting person made a gift of these securities from a Grantor Retained Annuity Trust ("GRAT") of which he is the trustee to an entity not included in his beneficial ownership for these purposes.
- (2) The holder of these securities is the GRAT of which the reporting person is the trustee.
- (3) This transaction involved an annuity distribution of 16,621 shares from the GRAT for the benefit of the reporting person to the reporting person.
- (4) Includes 6,206 total shares held in an employee share purchase plan.
- (5) These shares are held by trusts of which Mr. Rubin is a trustee. Mr. Rubin disclaims beneficial ownership of these shares.

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- (6) These securities are held by the Non-QTIP Marital Trust U/W of Richard I. Rubin, a trust of which Mr. Rubin is a trustee and a beneficiary.
- (7) These shares are held by a trust of which Mr. Rubin is a trustee and a beneficiary.
- (8) These shares are held by trusts of which Mr. Rubin is a trustee. Mr. Rubin disclaims beneficial ownership of these shares.
- (9) Held by a trust, the beneficiary of which is Mr. Rubin's daughter. Mr. Rubin disclaims beneficial ownership of these shares.
- (10) Held by Mr. Rubin's spouse. Mr. Rubin disclaims beneficial ownership of these shares.

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.