

SWEENEY GERARD H  
 Form 4  
 November 21, 2008

**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 \*  
 SWEENEY GERARD H

2. Issuer Name and Ticker or Trading Symbol  
 BRANDYWINE REALTY TRUST [BDN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 555 EAST LANCASTER AVENUE, SUITE 100  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/21/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

RADNOR, PA 19087

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

(City) (State) (Zip)

**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 Indirect Ownership (Instr. 4) |                        |                  |                            |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|------------------------|------------------|----------------------------|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |                        |                  |                            |
| Common Shares of Beneficial Interest <sup>(1)</sup> | 11/21/2008 <sup>(1)</sup>            | 11/21/2008   | P                              | V <sup>(1)</sup>  | 0 <sup>(1)</sup>  | A <sup>(1)</sup>   | \$ 0                                       | 190,759 <sup>(1)</sup> | I <sup>(1)</sup> | Family Limited Partnership |
| Common Shares of Beneficial Interest                | 11/21/2008                           | 11/21/2008   | P                              |   | 400   | A  | \$ 4.28                                    | 492,877                | D                |                            |
| Common Shares of Beneficial Interest                | 11/21/2008                           | 11/21/2008   | P                              |   | 3,200   | A  | \$ 4.29                                    | 496,077                | D                |                            |

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|   |                           |                           |   |                   |   |                         |                        |   |
|---|---------------------------|---------------------------|---|-------------------|---|-------------------------|------------------------|---|
| Interest  |                           |                           |   |                   |   |                         |                        |   |
| Common Shares of Beneficial Interest                | 11/21/2008                | 11/21/2008                | P | 4,237             | A | \$ 4.3                  | 500,314                | D |
| Common Shares of Beneficial Interest                | 11/21/2008                | 11/21/2008                | P | 763               | A | \$ 4.31                 | 501,077                | D |
| Common Shares of Beneficial Interest                | 11/21/2008                | 11/21/2008                | P | 3,900             | A | \$ 4.32                 | 504,977                | D |
| Common Shares of Beneficial Interest                | 11/21/2008                | 11/21/2008                | P | 1,300             | A | \$ 4.325                | 506,277                | D |
| Common Shares of Beneficial Interest                | 11/21/2008                | 11/21/2008                | P | 2,500             | A | \$ 4.33                 | 508,777                | D |
| Common Shares of Beneficial Interest                | 11/21/2008                | 11/21/2008                | P | 1,500             | A | \$ 4.34                 | 510,277                | D |
| Common Shares of Beneficial Interest                | 11/21/2008                | 11/21/2008                | P | 2,600             | A | \$ 4.35                 | 512,877                | D |
| Common Shares of Beneficial Interest                | 11/21/2008                | 11/21/2008                | P | 1,300             | A | \$ 4.36                 | 514,177                | D |
| Common Shares of Beneficial Interest                | 11/21/2008                | 11/21/2008                | P | 400               | A | \$ 4.39                 | 514,577                | D |
| Common Shares of Beneficial Interest                | 11/21/2008                | 11/21/2008                | P | 2,900             | A | \$ 4.4                  | 517,477                | D |
| Common Shares of Beneficial Interest <sup>(2)</sup> | 11/21/2008 <sup>(2)</sup> | 11/21/2008 <sup>(2)</sup> | J | 24 <sup>(2)</sup> | A | \$ 17.98 <sup>(2)</sup> | 517,501 <sup>(2)</sup> | D |

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|   |                           |                           |   |                   |   |                         |                        |   |
|---|---------------------------|---------------------------|---|-------------------|---|-------------------------|------------------------|---|
| Common Shares of Beneficial Interest <u>(3)</u> | 11/21/2008 <sup>(3)</sup> | 11/21/2008 <sup>(3)</sup> | J | 38 <sup>(3)</sup> | A | \$ 14.46 <sup>(3)</sup> | 517,539 <sup>(3)</sup> | D |
| Common Shares of Beneficial Interest <u>(4)</u> | 11/21/2008 <sup>(4)</sup> | 11/21/2008 <sup>(4)</sup> | J | 59 <sup>(4)</sup> | A | \$ 9.38 <sup>(4)</sup>  | 517,598 <sup>(4)</sup> | D |

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

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| SWEENEY GERARD H<br>555 EAST LANCASTER AVENUE<br>SUITE 100<br>RADNOR, PA 19087 | X             |           | President and CEO |       |

## Signatures

Brad A. Molotsky, as Attorney in Fact for Gerard H. Sweeney

11/21/2008

\_\_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) \*No transaction on the above date. Indirect ownership is being disclosed for informational purposes only.
- (2) Includes 23.97 additional shares acquired upon dividend reinvestment on 4-23-2008 with a transaction price of \$17.98. The information in this report is as of 11-21-2008. The number reported is the nearest whole number.
- (3) Includes 37.61 additional shares acquired upon dividend reinvestment on 7-23-2008 with a transaction price of \$14.46. The information in this report is as of 11-21-2008. The number reported is the nearest whole number.
- (4) Includes 59.27 additional shares acquired upon dividend reinvestment on 10-22-2008 with a transaction price of \$9.38. The information in this report is as of 11-21-2008. 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.

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