

BRANDYWINE REALTY TRUST

Form 4

March 04, 2014

**FORM 4****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  
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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mainardi Gabriel J

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)

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

03/01/2014

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

Vice President-Treasurer

555 EAST LANCASTER  
AVENUE, SUITE 100

(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  
Person

RADNOR, PA 19087

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                        | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Shares of<br>Beneficial<br>Interest <sup>(1)</sup> | 03/01/2014                              |                                                             | M                        | 2,458 A                                                                 | \$<br>14.65                                                                                                        | 30,064 <sup>(2)</sup> <sup>(3)</sup>                                 | D                                                                              |
| Common<br>Shares of<br>Beneficial<br>Interest <sup>(4)</sup> | 03/01/2014                              |                                                             | F                        | 904 D                                                                   | \$<br>14.65                                                                                                        | 29,160                                                               | D                                                                              |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships                    |
|----------------------------------------------------------------------------------|----------------------------------|
|                                                                                  | Director 10% Owner Officer Other |
| Mainardi Gabriel J<br>555 EAST LANCASTER AVENUE<br>SUITE 100<br>RADNOR, PA 19087 | Vice<br>President-Treasurer      |

## Signatures

/s/ Brad A. Molotsky, as Attorney-In-Fact for Gabriel J.  
Mainardi

03/04/2014

\_\_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 delivery of common shares under the reporting person's 2011-2013 Restricted Performance Share Unit Award.

This filing also reports in the ending balance of shares owned the sum of 373.61 additional common shares acquired under the Company's Employee Share Purchase Plan (ESPP) plus the sum of 242.99 common shares acquired under the Company's Dividend Reinvestment

(2) Plan (DRIP). The ESPP and the DRIP shares were purchased following the Reporting Person's last Section 16 filing. Under the ESPP 192.51 shares were acquired on June 7, 2013 at a transaction price of \$12.61 per share, 90 shares were acquired on September 9, 2013 at a transaction price of \$11.56 per share, and 91.10 shares were acquired on December 10, 2013 at a transaction price of \$11.42 per share.

Under the DRIP 55.54 shares were acquired on April 24, 2013 at a transaction price of \$14.73 per share, 59.45 shares were acquired on

(3) July 24, 2013 at a transaction price of \$14.39 per share, 63.93 shares were acquired on October 23, 2013 at a transaction price of \$13.73 per share, and 64.07 shares were acquired on January 24, 2014 at a transaction price of \$14.06 per share.

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- (4) Reflects common shares withheld to satisfy payroll taxes due upon delivery of common shares under the reporting person's 2011-2013 Restricted Performance Share Unit Award.

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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