

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)

555 EAST LANCASTER
AVENUE, SUITE 100

(Street)

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

RADNOR, PA 19087

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

(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. 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 Beneficial Ownership (Instr. 4)
Common Shares of Beneficial Interest ⁽¹⁾	03/01/2014		M	2,458 A	\$ 14.65	30,064 ⁽²⁾ ⁽³⁾	D
Common Shares of Beneficial Interest ⁽⁴⁾	03/01/2014		F	904 D	\$ 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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(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 Following Transaction (Instr. 10)
				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
Mainardi Gabriel J 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087	Vice 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 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 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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