

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST
 Form 4
 September 12, 2006

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 RONALD

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

(Last) (First) (Middle)
 PENNSYLVANIA REAL ESTATE INVESTMENT TR, THE
 BELLEVUE 200 S BROAD STREET

3. Date of Earliest Transaction (Month/Day/Year)
 09/11/2006

(Street)
 PHILADELPHIA, PA 19102

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 or Price | | | | | |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | | S | | 100 | D | \$ 41.06 | 78,900 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial | 09/11/2006 | | S | | 300 | D | \$ 41.46 | 78,600 | I | By Marital |

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| | | | | | | | | |
|---|------------|---|-----|---|----------|--------|---|--|
| Interest, par value \$1.00 per share | | | | | | | | Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 300 | D | \$ 41.26 | 78,300 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 600 | D | \$ 41.17 | 77,700 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 100 | D | \$ 40.97 | 77,600 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 100 | D | \$ 41.47 | 77,500 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 100 | D | \$ 41.27 | 77,400 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 600 | D | \$ 41.18 | 76,800 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |

| | | | | | | | | |
|---|------------|---|-------|---|----------|--------|---|--|
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 100 | D | \$ 40.98 | 76,700 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 100 | D | \$ 40.88 | 76,600 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 200 | D | \$ 41.28 | 76,400 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 300 | D | \$ 41.48 | 76,100 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 200 | D | \$ 41.38 | 75,900 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 200 | D | \$ 40.89 | 75,700 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 1,300 | D | \$ 41.29 | 74,400 | I | By Marital Trust Under Will of |

| | | | | | | | | |
|---|------------|---|-----|---|----------|---------|---|---|
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 200 | D | \$ 41.49 | 74,200 | I | Richard I. Rubin ⁽¹⁾ By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 100 | D | \$ 41.39 | 74,100 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | 09/11/2006 | S | 400 | D | \$ 41.19 | 73,700 | I | By Marital Trust Under Will of Richard I. Rubin ⁽¹⁾ |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | 166,482 | D | |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | 7,835 | I | By Trust ⁽²⁾ |

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 | 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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

(A) or
 Disposed
 of (D)
 (Instr. 3,
 4, and 5)

Repor
 Trans
 (Instr

| 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 RONALD PENNSYLVANIA REAL ESTATE INVESTMENT TR THE BELLEVUE 200 S BROAD STREET PHILADELPHIA, PA 19102 | X | | Chairman and CEO | |

Signatures

Ronald Rubin 09/12/2006
 **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) Held by Non-QTIP Marital Trust Under Will of Richard I. Rubin, of which Mr. Rubin is among the beneficiaries and trustees. See the Current Report on Form 8-K filed by the issuer on September 1, 2006.
- (2) Held by Mr. Rubin indirectly through a trust of which he is a trustee.

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.