

BRANDYWINE REALTY TRUST
Form 4/A
April 17, 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 *
SOWA GEORGE D

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)
04/08/2008

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

RADNOR, PA 19087

4. If Amendment, Date Original Filed(Month/Day/Year)
04/10/2008

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares of Beneficial Interest ⁽¹⁾	04/08/2008	04/08/2008	A		7,764 <u>(1)</u>	A	\$ 17.61 42,538 D
Common Shares of Beneficial Interest ⁽²⁾	04/08/2008 ⁽²⁾	04/08/2008 ⁽²⁾	A		1,988 <u>(2)</u>	A	\$ 17.61 44,526 D
Common Shares of Beneficial Interest	04/08/2008 ⁽³⁾	04/08/2008	A		1,403	A	\$ 14.97 45,929 D

Interest ⁽³⁾

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)
Stock Option (Right to Buy) ⁽⁴⁾	\$ 20.61	04/08/2008	04/08/2008	A	50,267 ⁽⁴⁾	04/08/2009 ⁽⁴⁾ 04/08/2018	Common Shares of Beneficial Interest 50,267 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOWA GEORGE D 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087			Executive Vice President	

Signatures

Brad A. Molotsky, as Attorney-In-Fact for George Sowa
Date: 04/17/2008

**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) Reflects the grant of restricted performance shares all of which vest (cliff vest) on April 8, 2011.
- (2) The shares acquired reflects the acquisition of shares under the Brandywine Realty Trust Executive Deferred Compensation Plan (the "Plan") pursuant to an earlier election by the reporting person to defer all or part of his annual incentive compensation performance bonus for 2007 into the Plan and invest all or part of the amount deferred into Company shares. This portion of the annual

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compensation deferral did not qualify for any discount on the acquisition of the 1,988 shares.

- (3) The shares acquired reflects the acquisition of shares under the Brandywine Realty Trust Executive Deferred Compensation Plan (the "Plan) pursuant to an earlier election by the reporting person to defer all or part of his annual incentive compensation performance bonus for 2007 into the Plan and invest all or part of the amount deferred into Company shares. Consistent with a policy previously adopted by the Trust's Compensation Committee with respect to employee annual incentive compensation performance bonuses, and by making such election to invest the deferred bonus into Company shares the reporting person was able to purchase the shares at a 15% discount. The reporting person's account in the Plan was credited with the number of common shares reported in Footnote 2 (1,988), as well as the shares purchased at the discount (1,403), based upon the closing price per share of the common shares on April 8, 2008 (\$17.61).
- (4) Reflects options awarded for 2007 performance and vest ratably over a three-year period in which 1/3rd of the options vest and become exercisable on April 8, 2009; another 1/3rd of the options vest and become exercisable on April 8, 2010; and the balance of the options vest and become exercisable on April 8, 2011.
- (5) Options received as employment compensation.

Remarks:

This Form 4 amends the earlier Form 4, filed on April 10, 2008, in order to reflect the acquisition of additional shares purchased.

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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