

SWEENEY GERARD H
 Form 4
 February 05, 2019

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)
 2929 WALNUT ST., SUITE 1700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2019

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

PHILADELPHIA, PA 19104

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Shares of Beneficial Interest ⁽¹⁾ | 02/01/2019 | | M | | \$ 89,097 A 14.96 | 1,253,256 ⁽²⁾ ₍₃₎ | D |
| Common Shares of Beneficial Interest ⁽⁴⁾ | 02/01/2019 | | F | | \$ 33,398 D 14.96 | 1,219,858 | D |

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

SEC 1474 (9-02)

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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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| SWEENEY GERARD H 2929 WALNUT ST. SUITE 1700 PHILADELPHIA, PA 19104 | X | | President and CEO | |

Signatures

/s/ Gerard H. Sweeney 02/05/2019

**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 2016-2018 Restricted Performance Share Unit Award.

This filing also reports in the ending balance of shares owned, 1,868 additional common shares acquired under the Company's Employee Share Purchase Plan (ESPP). The ESPP shares were purchased following the Reporting Person's last Section 16 filing. Under the ESPP, (2) 888 shares were acquired on September 10, 2018 at a transaction price of \$14.08 per share and 980 shares were acquired on December 6, 2018 at a transaction price of \$12.75 per share. The ESPP provides for the purchase of fractional shares. The numbers reported herein are rounded to the nearest whole number.

(3) This filing also reports in the ending balance 2,356.38 additional common shares acquired under the Company's Dividend Reinvestment Plan (DRIP). Under the DRIP, 688.80 shares were acquired on July 24, 2018 at a transaction price of \$16.33 per share, 789.86 shares were acquired on October 22, 2018 at a transaction price of \$14.60 and 877.73 shares were acquired on January 24, 2019 at a transaction price of \$14.25 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 2016-2018 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. 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.