

BRANDYWINE REALTY TRUST  
Form SC 13G  
February 13, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

Brandywine Realty Trust  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

105368203  
(CUSIP Number)

December 31, 2012  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Sumitomo Mitsui Trust Holdings, Inc.
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)   
(b)
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Japan
- |                                                                                        |    |  |                                     |
|----------------------------------------------------------------------------------------|----|--|-------------------------------------|
|                                                                                        | 5. |  | SOLE VOTING POWER<br>1,993,939      |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 6. |  | SHARED VOTING POWER<br>- 0 -        |
|                                                                                        | 7. |  | SOLE DISPOSITIVE POWER<br>79,486(1) |
|                                                                                        | 8. |  | SHARED DISPOSITIVE POWER<br>- 0 -   |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,993,939
  10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.39%(2)
  12. TYPE OF REPORTING PERSON (See Instructions)  
FI

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(1) The Reporting Person does not have dispositive power over the remaining 1,914,453 shares that it beneficially owns.

(2) Based on an aggregate number of common shares of beneficial interest outstanding of 143,443,501 as of October 26, 2012, as reported by the Issuer in its quarterly report for the period ended September 30, 2012 filed on Form 10-Q on November 2, 2012.



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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Sumitomo Mitsui Trust Bank, Limited
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 

	(a) <input type="checkbox"/>
	(b) <input type="checkbox"/>
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Japan
- |                                                                                        |    |                          |        |
|----------------------------------------------------------------------------------------|----|--------------------------|--------|
|                                                                                        | 5. | SOLE VOTING POWER        | 17,387 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 6. | SHARED VOTING POWER      | - 0 -  |
|                                                                                        | 7. | SOLE DISPOSITIVE POWER   | 17,387 |
|                                                                                        | 8. | SHARED DISPOSITIVE POWER | - 0 -  |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
17,387
  10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
Less than 0.1%(1)
  12. TYPE OF REPORTING PERSON (See Instructions)  
FI

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(1) Based on an aggregate number of common shares of beneficial interest outstanding of 143,443,501 as of October 26, 2012, as reported by the Issuer in its quarterly report for the period ended September 30, 2012 filed on Form 10-Q on November 2, 2012.

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Sumitomo Mitsui Trust Asset Management Co., Ltd.
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 

	(a) <input type="radio"/>
	(b) <input type="radio"/>
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Japan
- |                     |    |                          |        |
|---------------------|----|--------------------------|--------|
|                     | 5. | SOLE VOTING POWER        |        |
| NUMBER OF<br>SHARES |    |                          | 34,445 |
| BENEFICIALLY        | 6. | SHARED VOTING POWER      |        |
| OWNED BY            |    |                          | - 0 -  |
| EACH                | 7. | SOLE DISPOSITIVE POWER   |        |
| REPORTING           |    |                          | 34,445 |
| PERSON              | 8. | SHARED DISPOSITIVE POWER |        |
| WITH                |    |                          | - 0 -  |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
34,445
  10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
Less than 0.1%(1)
  12. TYPE OF REPORTING PERSON (See Instructions)  
FI

---

(1) Based on an aggregate number of common shares of beneficial interest outstanding of 143,443,501 as of October 26, 2012, as reported by the Issuer in its quarterly report for the period ended September 30, 2012 filed on Form 10-Q on November 2, 2012.

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Nikko Asset Management Co., Ltd.
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) o  
(b) o
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Japan
- |                                                                                        |    |  |                                     |
|----------------------------------------------------------------------------------------|----|--|-------------------------------------|
|                                                                                        | 5. |  | SOLE VOTING POWER<br>1,942,107      |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 6. |  | SHARED VOTING POWER<br>- 0 -        |
|                                                                                        | 7. |  | SOLE DISPOSITIVE POWER<br>27,654(1) |
|                                                                                        | 8. |  | SHARED DISPOSITIVE POWER<br>- 0 -   |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,942,107
  10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  
o
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.35%(2)
  12. TYPE OF REPORTING PERSON (See Instructions)  
FI

(1) The Reporting Person does not have dispositive power over the remaining 1,914,453 shares that it beneficially owns.

(2) Based on an aggregate number of common shares of beneficial interest outstanding of 143,443,501 as of October 26, 2012, as reported by the Issuer in its quarterly report for the period ended September 30, 2012 filed on Form 10-Q on November 2, 2012.



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Item 1(a). Name of Issuer

Brandywine Realty Trust

Item 1(b). Address of Issuer's Principal Executive Offices

555 East Lancaster Avenue  
Suite 100  
Radnor, PA 19087  
United States

Item 2(a). Name of Persons Filing

Sumitomo Mitsui Trust Holdings, Inc. ("SMTH")

Sumitomo Mitsui Trust Bank, Limited ("SMTB")

Sumitomo Mitsui Trust Asset Management Co., Ltd. ("SMTAM")

Nikko Asset Management Co., Ltd. ("Nikko")

Item 2(b). Address of Principal Business Office or, If None, Residence

SMTH:

1-4 Marunouchi 1-chome  
Chiyoda-ku  
Tokyo 100-8233  
Japan

SMTB:

1-4 Marunouchi 1-chome  
Chiyoda-ku  
Tokyo 100-8233  
Japan

SMTAM:

33-1 Shiba 3-chome  
Minato-ku  
Tokyo 105-8574  
Japan

Nikko:

7-1 Akasaka 9-chome  
Minato-ku  
Tokyo 107-6242  
Japan



Item 2(c). Citizenship

Japan

Item 2(d). Title of Class of Securities

Common Stock

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Item 2(e). CUSIP No.

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Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

SMTH:

- (a)  Broker or dealer registered under section 15 of the Act.
- (b)  Bank as defined in section 3(a)(6) of the Act.
- (c)  Insurance company as defined in section 3(a)(19) of the Act.
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940.
- (e)  An investment adviser registered under Section 203 of the Investment Advisers Act of 1940 or under the laws of any state;
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j)  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:  
Parent holding company.

SMTB:

- (a)  Broker or dealer registered under section 15 of the Act.
- (b)  Bank as defined in section 3(a)(6) of the Act.
- (c)  Insurance company as defined in section 3(a)(19) of the Act.
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940.

- (e) o An investment adviser registered under Section 203 of the Investment Advisers Act of 1940 or under the laws of any state;
    - (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
    - (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
    - (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
  - (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
    - (j) o A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
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- (k) o Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:  
Bank.

SMTAM:

- (a) o Broker or dealer registered under section 15 of the Act.
- (b) o Bank as defined in section 3(a)(6) of the Act.
- (c) o Insurance company as defined in section 3(a)(19) of the Act.
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) o An investment adviser registered under Section 203 of the Investment Advisers Act of 1940 or under the laws of any state;
- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) o Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:  
Investment adviser.

Nikko:

- (a) o Broker or dealer registered under section 15 of the Act.
- (b) o Bank as defined in section 3(a)(6) of the Act.
- (c) o Insurance company as defined in section 3(a)(19) of the Act.
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) o An investment adviser registered under Section 203 of the Investment Advisers Act of 1940 or under the laws of any state;

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- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
  - (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
  - (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
  - (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
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- (j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) o Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:  
Investment adviser.

## Item 4. Ownership

## SMTH:

(a) Amount beneficially owned:	1,993,939
(b) Percent of class:	1.39%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	1,993,939
(ii) Shared power to vote or to direct the vote:	0
(iii) Sole power to dispose or to direct the disposition of:	79,486*
(iv) Shared power to dispose or to direct the disposition of:	0

\*The Reporting Person does not have dispositive power over the remaining 1,914,453 shares that it beneficially owns.

## SMTB:

(a) Amount beneficially owned:	17,387
(b) Percent of class:	Less than 0.1%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	17,387
(ii) Shared power to vote or to direct the vote:	0
(iii) Sole power to dispose or to direct the disposition of:	17,387
(iv) Shared power to dispose or to direct the disposition of:	0

## SMTAM:

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(a) Amount beneficially owned:	34,445
(b) Percent of class:	Less than 0.1%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	34,445
(ii) Shared power to vote or to direct the vote:	0
(iii) Sole power to dispose or to direct the disposition of:	34,445
(iv) Shared power to dispose or to direct the disposition of:	0

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Nikko:

(a) Amount beneficially owned:	1,942,107
(b) Percent of class:	1.35%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	1,942,107
(ii) Shared power to vote or to direct the vote:	0
(iii) Sole power to dispose or to direct the disposition of:	27,654*
(iv) Shared power to dispose or to direct the disposition of:	0

\*The Reporting Person does not have dispositive power over the remaining 1,914,453 shares that it beneficially owns.

#### Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

#### Item 6. Ownership of More Than 5 Percent on Behalf of Another Person

Not applicable.

#### Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

As of December 31, 2012, SMTH beneficially owns 1,993,939 shares of the Issuer indirectly through its subsidiaries as follows:

(a)	SMTB – 17,387
(b)	SMTAM – 34,445
(c)	Nikko – 1,942,107

#### Item 8. Identification and Classification of Members of the Group.

Not applicable.

#### Item 9. Notice of Dissolution of Group.



Not applicable.

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Item 10. Certifications.

By signing below the filers certify that, to the best of their knowledge and belief, (i) the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, and (ii) the foreign regulatory schemes applicable to parent holding companies, banks and investment advisers, respectively, are substantially comparable to the regulatory schemes applicable to the functionally equivalent U.S. institutions. The filers also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

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SIGNATURE

SMTH:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2013

Sumitomo Mitsui Trust Holdings, Inc.

By: /s/ Yoshinori Tomiyama  
Name: Yoshinori Tomiyama  
Title: Senior Manager of Risk  
Management Dept.

SMTB:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2013

Sumitomo Mitsui Trust Bank, Limited

By: /s/ Makoto Takamura  
Name: Makoto Takamura  
Title: Head of Planning Team of  
Securities Trust Business  
Planning Dept.

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SMTAM:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 8, 2013

Sumitomo Mitsui Trust Asset Management Co., Ltd.

By: /s/ Akihiko Koda  
Name: Akihiko Koda  
Title: General Manager of Risk  
Management Dept.

Nikko:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2013

Nikko Asset Management Co., Ltd.

By: /s/ Kenji Nishiyama  
Name: Kenji Nishiyama  
Title: Chief Compliance Officer