

BRANDYWINE REALTY TRUST
Form 4
June 29, 2016

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)
555 EAST LANCASTER AVENUE, SUITE 100

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/27/2016

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

RADNOR, PA 19087

(City) (State) (Zip)

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

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		
Common Shares of Beneficial Interest ⁽¹⁾	06/27/2016		S		60,000 ⁽²⁾	D	
					\$ 15.74 ⁽³⁾		
					1,072,472 ⁽⁴⁾	D	
Common Shares of Beneficial Interest					70,759 ⁽⁶⁾	I	Family Limited Partnership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWEENEY GERARD H 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087	X		President and CEO	

Signatures

/s/ Gerard H. Sweeney 06/29/2016

**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).
- The transaction reported in this Form 4 was made pursuant to a Rule 10b5-1 trading plan, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and Brandywine Realty Trust's policies regarding stock transactions, including its insider trading policy.
- (1) Securities Exchange Act of 1934, as amended, and Brandywine Realty Trust's policies regarding stock transactions, including its insider trading policy.
 - (2) A sale on June 27, 2016, pursuant to a Rule 10b5-1 plan, of an additional 60,000 shares owned indirectly by the reporting person (through the reporting person's family limited partnership) is being reported separately on another Form 4 filed on June 29, 2016.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.53 to \$15.83, inclusive. The reporting person undertakes to provide Brandywine Realty Trust, any security holder of Brandywine Realty Trust, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each

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separate price within the range set forth in this footnote (2) to this Form 4.

This filing also reports in the ending balance of shares owned the sum of 2,180.03 additional common shares acquired under the

- (4) Company's Employee Share Purchase Plan (ESPP). Under the ESPP 1,152.07 shares were acquired on March 8, 2016 at a transaction price of \$10.85 per share and 1,027.96 shares were acquired on June 8, 2016 at a transaction price of \$12.16 per share.

This filing also reports in the ending balance of shares owned the sum of 522.58 additional common shares acquired under the Company's

- (5) Dividend Reinvestment Plan (DRIP). Under the DRIP 522.58 shares were acquired on April 21, 2016 at a transaction price of \$14.17 per share.

- (6) This balance reflects a reduction of 60,000 shares from a sale, on June 27, 2016, made pursuant to a previously established 10b5-1 plan and reported separately on another Form 4 filed on June 29, 2016.

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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