

AXINN DONALD E
Form 4
June 04, 2009

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 *
AXINN DONALD E

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)
05/19/2009

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

RADNOR, PA 19087

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		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	(A) or (D)			
Common Shares of Beneficial Interest ⁽¹⁾	06/02/2009		A		5,594	A	\$ 7.15	48,714	D
Common Shares of Beneficial Interest ⁽²⁾	05/19/2009		L	V	80	A	\$ 6.61	48,794	D
Common Shares of Beneficial	05/28/2009		G	V	40	D	\$ 0	48,754	D

Interest ⁽³⁾

Common Shares of Beneficial Interest ⁽⁴⁾
 05/28/2009 G V 40 D \$ 0 48,714 D

Common Shares of Beneficial Interest ⁽⁵⁾
 2,900 I Spouse

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 Owned Following Reporting Transaction (Instr. 6)
				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
AXINN DONALD E 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087		X		

Signatures

/s/ Brad A. Molotsky, as Attorney-in-Fact for Donald E. Axinn

06/04/2009

**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) These shares reflect the \$40,000 annual Trustee share award the number of shares of which is calculated based upon the closing price on June 2, 2009 of \$7.15. Shares will vest ratably over three years: 1/3 on June 2, 2010; 1/3 on June 2, 2011 and 1/3 on June 2, 2012.
The shares were acquired on May 19, 2009, and constitute a "small acquisition" under Rule 16a-6(a) and are thus eligible for deferred reporting. The reporting person has elected to voluntarily report the acquisition of these shares in this Form 4 as opposed to a subsequent Form 5.
- (2) This is an exempt transaction and reports the first of two separate bona fide gifts made by the reporting person of 40 shares to each of two separate donees.
- (3) This is an exempt transaction and reports the second of two separate bona fide gifts made by the reporting person of 40 shares to each of two separate donees.
- (4) No transaction on the above date. Indirect ownership is being disclosed for informational purposes only.

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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