#### **DEVUONO H JEFFREY**

Form 4

March 08, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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**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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DEVUONO H JEFFREY			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			BRANDYWINE REALTY TRUST [BDN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner X Officer (give title Other (specify			
555 EAST LANCASTER AVENUE, SUITE 100			03/04/2010	below) below) Executive Vice President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
RADNOR,	PA 19087		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			
1 Title of	2. Transaction	Date 2A. De	emed 3. 4 Securities Acquired	5. Amount of 6. Ownership 7. Nature			

(City)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any		le I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owne					ly Owned
1.Title of Security (Instr. 3)		Execution Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		d 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
C			Code V	Amount	or (D) Pric	e (Instr. 3 and 4)		
Common Shares of Beneficial Interest (1)	03/04/2010		A	10,149	A \$0	73,858	D	

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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of SI
Stock Option (Right to Buy) (2)	\$ 11.31	03/04/2010		A	39,241	03/04/2011	03/04/2020	Common Shares of Beneficial Interest	39,
Performance Shares (5)	\$ 0	03/04/2010		A	7,048	<u>(5)</u>	<u>(5)</u>	Common Shares of Beneficial Interest	7,0

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DEVUONO H JEFFREY 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087

**Executive Vice President** 

## **Signatures**

/s/ Brad A. Molotsky, as Attorney-In-Fact for H. Jeffrey DeVuono

03/08/2010

\*\*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 a restricted share award all the shares of which vest (cliff vest) on March 4, 2013
- Reflects options awarded for 2009 performance and vest ratably over a three-year period in which 1/3rd of the options vest and become exercisable on March 4, 2011; another 1/3rd of the options vest and become exercisable on March 4, 2012; and the balance of the options vest and become exercisable on March 4, 2013.
- (3) Options received as employment compensation.
- (4) The ending balance of stock options reported herein includes all options currently held by the reporting person and is the sum of the current award together with the stock options awarded in prior years that remain outstanding and unexercised.

Reporting Owners 2

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Reflects the reporting person's receipt of an award under the Brandywine Realty Trust (BDN) 2010-2012 Restricted Performance Share Unit Program (the Program), a copy of which BDN is filing as an exhibit to a Current Report on Form 8-K. The award represents a contingent right to receive the number of BDN common shares reported in Table II (subject to increases or decreases as provided for in the Program) that may be issued to the reporting person under the Program if BDN's total return to shareholders during the measurement period established under the Program meets or exceeds specified targets and if the reporting person satisfies the vesting conditions applicable to his award. The number of BDN common shares, if any, that the reporting person would receive on account of his award will depend on the extent to which BDN meets or exceeds the performance targets, the payment of common share dividends and the reporting person's achievement of the vesting conditions applicable to his 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.