

BRANDYWINE REALTY TRUST
Form 8-K
September 29, 2006

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

**FORM 8-K
CURRENT REPORT**

**Pursuant To Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 28, 2006**

Brandywine Realty Trust
(Exact name of issuer as specified in charter)

Maryland
(State or Other Jurisdiction
of Incorporation or
Organization)

1-9106
(Commission file number)

23-2413352
(I.R.S. Employer
Identification
Number)

**401 Plymouth Road, Suite 500
Radnor, Pennsylvania 19087**
(Address of principal executive offices)

(610) 325-5600
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item Other Events.

8.01

Attached as an exhibit to this Form 8-K is a copy of a press release that we issued on September 27, 2006 relating to a proposed private offering. We are filing the press release pursuant to Rule 135c under the Securities Act of 1933. Common Shares repurchased with a portion of the proceeds of the proposed offering will not reduce our common share repurchase authority previously approved by our Board of Trustees.

Item Financial Statements and Exhibits.

9.01

Exhibits

99.1 Press release

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Brandywine Realty Trust

Date: September 28, 2006

By: /s/ Gerard H. Sweeney
Gerard H. Sweeney
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit
No.
99.1

Press Release

Description
