

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST
 Form 4
 September 26, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 RUBIN GEORGE F

2. Issuer Name and Ticker or Trading Symbol
 PENNSYLVANIA REAL ESTATE INVESTMENT TRUST [PEI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/22/2008

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

C/O PENN. REAL ESTATE INVESTMENT TRUST, THE BELLEVUE, 200 S. BROAD ST.

(Street)

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

PHILADELPHIA, PA 19102

(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 (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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Shares of Beneficial Interest, par value \$1.00 per share	09/22/2008		G	V	2,500	D	\$11	93,378	D	
Shares of Beneficial Interest, par value \$1.00 per share								27,800	I	By Trust (2)

Shares of Beneficial Interest, par value \$1.00 per share	7,834	I	By Trust <u>(3)</u>
Shares of Beneficial Interest, par value \$1.00 per share	5,000	I	By Trust <u>(4)</u>
Shares of Beneficial Interest, par value \$1.00 per share	750	I	By Trust <u>(4)</u>
Shares of Beneficial Interest, par value \$1.00 per share	900	I	By Trust <u>(5)</u>
Shares of Beneficial Interest, par value \$1.00 per share	1,063	I	By Spouse <u>(6)</u>

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Units of Class A Limited Partnership Interest	<u>(7)</u>	09/26/2008		<u>J</u> ⁽⁸⁾	(A) 100,000	<u>(7)</u> <u>(7)</u>	Shares of Beneficial Interest, par value \$1.00 per

								share
Units of Class A Limited Partnership Interest	(7)	09/26/2008	J(8)		100,000	(7)	(7)	Shares of Beneficial Interest, par value \$1.00 per share
Units of Class A Limited Partnership Interest	(7)	09/26/2008	G V	100,000		(7)	(7)	Shares of Beneficial Interest, par value \$1.00 per share
Units of Class A Limited Partnership Interest	(7)	09/26/2008	G V	100,000		(7)	(7)	Shares of Beneficial Interest, par value \$1.00 per share
Units of Class A Limited Partnership Interest	(7)					(7)	(7)	Shares of Beneficial Interest, par value \$1.00 per share
Units of Class A Limited Partnership Interest	(7)					(7)	(7)	Shares of Beneficial Interest, par value \$1.00 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUBIN GEORGE F C/O PENN. REAL ESTATE INVESTMENT TRUST THE BELLEVUE, 200 S. BROAD ST. PHILADELPHIA, PA 19102	X		Vice Chairman	

Signatures

George F. Rubin 09/26/2008

__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) Transfer by gift involving no consideration.
- (2) These securities are held by the Non-QTIP Marital Trust U/W of Richard I. Rubin (the "Marital Trust"), a trust of which Mr. Rubin is a trustee and a beneficiary.
- (3) These shares are held by a trust of which Mr. Rubin is a trustee and a beneficiary.
- (4) These shares are held by trusts of which Mr. Rubin is a trustee. Mr. Rubin disclaims beneficial ownership of these shares.
- (5) Held by a trust, the beneficiary of which is Mr. Rubin's daughter. Mr. Rubin disclaims beneficial ownership of these shares.
- (6) Held by Mr. Rubin's spouse. Mr. Rubin disclaims beneficial ownership of these shares.

The derivative securities are units of Class A Limited Partnership Interest (the "Units") in PREIT Associates, L.P., the operating partnership of the issuer. The Units are generally redeemable one year after the date of issuance in consideration for cash equal to the contemporaneous market price of shares of beneficial interest in the issuer or, at the election of the issuer, for a like number of shares of beneficial interest in the issuer, without payment of any conversion or exercise price. These Units are currently redeemable, but have not been redeemed. The Units have no expiration date.

- (7) On September 26, 2008, a 2007 grantor retained annuity trust ("GRAT") for the benefit of Ronald Rubin's daughter and a 2007 GRAT for the benefit of his son each distributed to Ronald Rubin 100,000 Units in satisfaction of these GRATs' annual obligations to Ronald Rubin. George F. Rubin is the trustee of these 2007 GRATs. Ronald Rubin and George F. Rubin are brothers.
- (8) The Ronald Rubin 2008 GRAT for the benefit of his daughter is the holder of these securities. George Rubin is the trustee of this GRAT. A gift of these securities was received by this GRAT on September 26, 2008.
- (9) A second Ronald Rubin 2008 GRAT for the benefit of his son is the holder of these securities. George Rubin is the trustee of this GRAT. A gift of these securities was received by this GRAT on September 26, 2008.

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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