

Mainardi Gabriel J
 Form 4
 March 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Mainardi Gabriel J

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)
 03/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President-Treasurer

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 (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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares of Beneficial Interest ⁽¹⁾	03/01/2012		M	A	6,897	\$ 10.86	24,125 ⁽²⁾ D
Common Shares of Beneficial Interest ⁽³⁾	03/01/2012		F	D	2,381	\$ 10.86	21,744 D
Common Shares of Beneficial	03/01/2012		A	A	3,069	\$ 0	24,813 D

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2011 at a transaction price of \$9.39 and 138.12 shares were acquired on December 7, 2011 at a transaction price of \$7.24. Under the DRIP 47.40 shares were acquired on April 25, 2011 at a transaction price of \$12.09 per share, 50.91 shares were acquired on July 25, 2011 at a transaction price of \$12.09 per share, 79.75 shares were acquired on October 24, 2011 at a transaction price of \$8.01 per share and 65.93 shares were acquired on January 24, 2012 at a transaction price of \$10.19 per share. The ESPP and the DRIP provide for the purchase of fractional shares. The numbers reported herein are to the nearest whole number.

- (3) Reflects common shares withheld to satisfy payroll taxes due upon delivery of common shares under the reporting person's 2009-2011 Restricted Performance Share Unit Award.
- (4) Reflects the grant of a restricted share award which cliff vests on April 15, 2015.

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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