

RIMIKIS ANTHONY S

Form 4/A

August 02, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
RIMIKIS ANTHONY S2. 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 E. LANCASTER AVE., SUITE
1003. Date of Earliest Transaction
(Month/Day/Year)
03/22/2007☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Senior Vice President(Street)
RADNOR, PA 190874. If Amendment, Date Original
Filed(Month/Day/Year)
03/22/20076. 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)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Phantom Stock <u>(1)</u>	\$ 0 <u>(1)</u>	03/22/2007	03/22/2007	I <u>(2)</u>	V	3,408.761		02/09/2007	05/02/2015 <u>(1)</u>	Common Shares of Beneficial Interest	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIMIKIS ANTHONY S 555 E. LANCASTER AVE. SUITE 100 RADNOR, PA 19087			Senior Vice President	

Signatures

Anthony A. Rimikis 08/02/2007

**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) Shares of phantom stock were disposed of under the Brandywine Realty Trust Executive Deferred Compensation Plan. Shares under the plan are payable in common shares as elected by the reporting person pursuant to the Plan which may include such dates as termination of the reporting person's employment with the issuer or upon reaching a specific age and such shares are exempt from 16(b) pursuant to Rule 16b-3(d). The reporting person's account was debited with phantom stock at a rate of \$34.47 per unit on March 22, 2007 on account of the disposition reflected above. Each phantom share has the equivalency of one common share.
- (2) This Form 4 is amended to reflect the appropriate Transaction Code as "I" - an exempt Discretionary Transaction in accordance with Rule 16b-3(f) resulting in a disposition of issuer securities.

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.