

WIBERG ROBERT K

Form 4/A

January 20, 2006

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WIBERG ROBERT K

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)
401 PLYMOUTH ROAD, SUITE
500

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

(Street)
PLYMOUTH MEETING, PA 19462

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/09/2006

6. Individual or Joint/Group Filing(Check
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 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	(A) or (D)	Price			
Common Shares of Beneficial Interest	01/05/2006	01/05/2006	A		19,349	A	<u>(1)</u>	19,349	D	
Common Shares of Beneficial Interest	01/05/2006	01/05/2006	A		36,268	A	<u>(2)</u>	36,268	D	
Common Shares of Beneficial	01/05/2006	01/05/2006	A		13,800	A	\$ 0	13,800	D	

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Interest

Common
Shares of
Beneficial
Interest

01/05/2006	01/05/2006	F	5,824	D	\$ 28.95	7,976	D
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Common
Shares of
Beneficial
Interest

01/05/2006	01/05/2006	A	6,900	A	(4)	6,900	D
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Common
Shares of
Beneficial
Interest

01/05/2006	01/05/2006	A	517	A	(1)	517	I	Owned by Spouse
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to buy stock)	\$ 24.0398 <u>(3)</u>	01/05/2006	01/05/2006	A		26,057		01/05/2006	02/03/2015	Common Shares of Beneficial Interest	26,057

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WIBERG ROBERT K 401 PLYMOUTH ROAD SUITE 500	Executive Vice President

PLYMOUTH MEETING, PA 19462

Signatures

Robert Wiberg

01/20/2006

__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) Received in connection with the merger (the "REIT Merger") of Prentiss Property Trust ("Prentiss") into Brandywine Cognac I, LLC, an indirect subsidiary of Brandywine Realty Trust ("Brandywine"). On the effective date of the Merger, each issued and outstanding Prentiss common share of beneficial interest was converted into the right to receive (i) \$21.50 in cash and (ii) 0.69 of a Brandywine common share of beneficial interest.

(2) Received in connection with the REIT Merger, and represents shares beneficially owned by the reporting person pursuant to a Prentiss deferred compensation plan (the "Plan"). On the effective date of the REIT Merger, each issued and outstanding Prentiss common share of beneficial interest held pursuant to the Plan was converted into the right to receive 1.4476 Brandywine common shares of beneficial interest.

(3) Received in the REIT Merger in exchange for an employee stock option to acquire 18,000 Prentiss common shares of beneficial interest for \$34.80 per share.

(4) Received in connection with the REIT Merger, an award of 6,900 Restricted shares which vest on 1/1/2009

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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