

Mainardi Gabriel J
 Form 3
 January 06, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Mainardi Gabriel J
 (Last) (First) (Middle)

555 EAST LANCASTER AVENUE,Â SUITE 100

(Street)

RADNOR,Â PAÂ 19446

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 07/09/2008

3. Issuer Name **and** Ticker or Trading Symbol
 BRANDYWINE REALTY TRUST [BDN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Shares of Beneficial Interest ⁽¹⁾ ₍₂₎ | 322 ₍₂₎ | D | Â |
| Common Shares of Beneficial Interest ⁽³⁾ | 299 ₍₃₎ | D | Â |
| Common Shares of Beneficial Interest ⁽⁴⁾ | 2,573 ₍₄₎ | D | Â |
| Common Shares of Beneficial Interest ⁽⁵⁾ | 2,550 ₍₅₎ | D | Â |
| Common Shares of Beneficial Interest ⁽⁶⁾ | 4,283 ₍₆₎ | D | Â |
| Common Shares of Beneficial Interest ⁽⁷⁾ | 4,120 ₍₇₎ | D | Â |
| Common Shares of Beneficial Interest ⁽⁸⁾ | 4,290 ₍₈₎ | D | Â |
| Common Shares of Beneficial Interest ⁽⁹⁾ | 4,694 ₍₉₎ | D | Â |
| Common Shares of Beneficial Interest ⁽¹⁰⁾ | 4,998 ₍₁₀₎ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mainardi Gabriel J 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19446 | Â | Â | Â Vice President-Treasurer | Â |

Signatures

Gabriel J. Mainardi 01/06/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The reporting person became an Officer on July 9, 2008.
- (2) Reflects the grant of 322 restricted shares on February 10, 2006 which vest in five equal installments commencing January 1, 2007 and continuing on each successive January 1 until January 1, 2011.
- (3) 23 Shares redeemed for taxes per Restricted Stock Vesting on January 1, 2007.
- (4) Reflects the grant of 2274 restricted shares on February 9, 2007 which vest in five equal installments commencing March 15, 2008 and continuing on each successive January 1 until January 1, 2012.
- (5) 23 Shares redeemed for taxes per Restricted Stock Vesting on January 1, 2008.
- (6) Reflects the grant of 1733 restricted shares on March 20, 2008 which vest in three equal installments commencing on March 20, 2009 and continuing annually on March 20, 2010 and March 20, 2011.
- (7) 163 Shares redeemed for taxes per restricted stock vesting on March 15, 2008.
- (8) Includes 170 shares acquired in February, 2008 with a transaction price of \$14.71 in a transaction exempt from Section 16(b) of the Securities Exchange Act under Brandywine Realty Trust's Employee Share Purchase Program ("ESPP").
- (9) Includes 404 shares acquired in May, 2008 with a transaction price of \$15.05 in a transaction exempt from Section 16(b) of the Securities Exchange Act under Brandywine Realty Trust's ESPP.

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- (10) Includes 304 shares acquired in August, 2008 with a transaction price of \$14.08 in a transaction exempt from Section 16(b) of the Securities Exchange Act under Brandywine Realty Trust's ESPP.

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.