

BRANDYWINE REALTY TRUST
Form 4
December 03, 2004

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

OMB APPROVAL

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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 *
ALOIAN D PIKE

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2004

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

C/O ROTHSCHILD REALTY INC., 1251 AVENUE OF THE AMERICAS

(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

NEW YORK, NY 10020

(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 or Price | | |
| Common Shares of Beneficial Interest | 12/01/2004 | | X | | 100,000 A \$ 24 | 0 ⁽¹⁾ | I Note ⁽²⁾ |
| Common Shares of Beneficial Interest | 12/01/2004 | | S | | 38,900 D \$ 29.0846 | 61,100 ⁽¹⁾ | I Note ⁽²⁾ |

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

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(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 of Number of Shares |
| Warrant | \$ 24 | 12/01/2004 | | X | 100,000 | ⁽³⁾ 04/19/2006 | Common Shares of Beneficial Interest 100,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ALOIAN D PIKE
C/O ROTHSCHILD REALTY INC.
1251 AVENUE OF THE AMERICAS
NEW YORK, NY 10020

X

Signatures

James E. Quigley 3rd as Attorney-in-Fact for D. Pike
Aloian

12/03/2004

**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).

Excludes options previously issued by the Issuer to the Reporting Person (the "Options") to purchase up to 6,042 common shares of (1) beneficial interest, \$.01 par value, of the Issuer. The issuance of the Options has been previously reported and no transactions in connection therewith have occurred that are required to be reported herein.

The amounts shown on Tables I and II represent the beneficial ownership of the securities reported in such tables by Five Arrows Realty Securities III L.L.C. ("FARS"), a portion of which may be attributable to the Reporting Person because the Reporting Person is a manager (2) of Rothschild Realty Investors III L.L.C., which in turn is the managing member of FARS. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables. The Reporting Person disclaims beneficial ownership of these securities to the extent in excess of his pecuniary interest therein.

(3) Immediate

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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