#### BRANDYWINE REALTY TRUST

Form 4

January 18, 2007

### 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

(Print or Type Responses)

(Last)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \*

NICHOLS ANTHONY A SR

(First) (Middle)

555 EAST LANCASTER

**AVE., SUITE 100** 

(Street)

**RADNOR, PA 19087** 

2. Issuer Name and Ticker or Trading

Symbol

BRANDYWINE REALTY TRUST [BDN]

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

01/17/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

5. Amount of

Securities

Following

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X\_ Director

Officer (give title

(City) (State) (Zip)

> 2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code

> > (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Disposed of (D)

Reported (A) Transaction(s) or (Instr. 3 and 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amour Underlying Securit

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	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	Amor Numl Share
Phantom Stock (1)	\$ 33.25	01/17/2007	01/17/2007	D		1,903.94	01/17/2007	08/08/1988(1)	Common Shares	1,90

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
NICHOLS ANTHONY A SR 555 EAST LANCASTER AVE. SUITE 100 RADNOR, PA 19087	X					

# **Signatures**

Anthony
Nicholas, Sr.

\*\*Signature of Reporting Person

O1/18/2007

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).

1,790.346 shares of Phantom stock were disposed under Brandywine Realty Trust Executive Deferred Compensation Plan. Each share of phantom stock is payable in cash following termination of the reporting person's employment with the issuer or upon reaching a specified age. Each phantom share has the economic equivalency of one common share. The 5,371.038 remaining shares of phantom shares will disposed of in three equal installments in January, 2007, 2008, and 2009 in accordance with the reporting person's election.

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.

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