

Fowler Wyche
Form 4
June 04, 2010

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 *
Fowler Wyche

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)
555 EAST LANCASTER AVENUE, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2010

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

RADNOR, PA 19087

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares of Beneficial Interest ⁽¹⁾	06/02/2010		A		3,451	A	\$ 11.59 32,764 D
Common Shares of Beneficial Interest ⁽²⁾	06/02/2010		A		3,020	A	\$ 11.59 36,128 ⁽³⁾ D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)	10. Date of Report (Instr. 5)	11. Title of Reporting Person (Instr. 5)	12. Relationship to Issuer (Instr. 5)	13. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fowler Wyche 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087		X		

Signatures

/s/ Brad A. Molotsky, as Attorney-in-Fact for Wyche
Fowler
06/04/2010

__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) These shares reflect the \$40,000 annual Trustee share award the number of shares of which is calculated based upon a closing price on 06/02/2010 of \$11.59. Shares will vest ratably over three years: 1/3 on June 2, 2011; 1/3 on June 2, 2012 and 1/3 on June 2, 2013.
- (2) The shares acquired reflects the acquisition of shares under the Brandywine Realty Trust Executive Deferred Compensation Plan (the "Plan") pursuant to an earlier election by the reporting person to defer all of his \$35,000 annual Board retainer fee for 2010 into the Plan and invest all of the amount deferred into Company shares. The reporting person's account in the plan was credited with the shares based upon the closing price per share of the common shares on 06/02/2010 (\$11.59).
- (3) Includes 344 additional shares acquired under the Company's Dividend Reinvestment Plan (DRIP) since the Reporting Person's last Section 16 filing and on the following dates at the following prices: 95.503863 shares purchased on July 22, 2009 at \$7.2996 per share; 68.326098 shares purchased on October 22, 2009 at \$10.342900 per share; 93.409029 shares purchased on January 25, 2010 at

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\$11.458100 per share; and 87.464709 shares purchased on April 22, 2010 at \$12.397000 per share. The information in this report is as of 6-2-2010. The DRIP shares are exempt under Section 16. The DRIP Plan provides for the purchase of fractional shares. The number reported in the ending balance of shares held is the nearest whole number.

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.