

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

Current Report

**Pursuant To Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 3, 2012

**BRANDYWINE REALTY TRUST
BRANDYWINE OPERATING PARTNERSHIP, L.P.**

(Exact Name Of Registrant As Specified In Charter)

**Maryland
(Brandywine Realty Trust)**

001-9106

23-2413352

**Delaware
(Brandywine Operating
Partnership, L.P.)
(State or Other Jurisdiction
of Incorporation)**

**000-24407
(Commission
File Number)**

**23-2862640
(IRS Employer
Identification Number)**

555 East Lancaster Avenue, Suite 100, Radnor, Pennsylvania 19087
(Address of Principal Executive Offices)

(610) 325-5600
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On May 3, 2012, Brandywine Realty Trust (the “Trust”) completed the previously announced redemption of all of its 2,000,000 outstanding shares of 7.50% Series C Cumulative Redeemable Preferred Shares (NYSE: BDN-PrC)(the “Series C Preferred Shares”) at a cash redemption price of \$25.00 per share plus accumulated and unpaid distributions thereon up to and including the date of redemption. Following the redemption, distributions with respect to the Series C Preferred Shares will cease to accrue and the shares will be delisted from the New York Stock Exchange. The redemption price of \$50,187,500 for the redemption of Series C Preferred Shares was paid by the Trust from a portion of the net proceeds received from the recently completed offering and sale of its 6.90% Series E Cumulative Redeemable Preferred Shares.

In connection with this redemption, Brandywine Operating Partnership, L.P. redeemed all of its 2,000,000 outstanding Series D Preferred Mirror Units.

Signatures

Pursuant to the requirements of the Securities and Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 3, 2012

BRANDYWINE REALTY TRUST

By: /s/ Howard M. Sipzner

Name: Howard M. Sipzner

Title: Executive Vice President, Chief Financial Officer

BRANDYWINE OPERATING PARTNERSHIP, L.P.

By: Brandywine Realty Trust, general partner

Date: May 3, 2012

By: /s/ Howard M. Sipzner

Name: Howard M. Sipzner

Title: Executive Vice President, Chief Financial Office