

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|---|---|--|
| 1. Name and Address of Reporting Person* <u>Mainardi Gabriel J</u> (Last) (First) (Middle) 555 EAST LANCASTER AVENUE SUITE 100 (Street) RADNOR PA 19087 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>BRANDYWINE REALTY TRUST [BDN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President-Treasurer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2012 | |

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 | (A) or (D) | Price | | | |
| Common Shares of Beneficial Interest ⁽¹⁾ | 03/01/2012 | | M | | 6,897 | A | \$10.86 | 24,125 ⁽²⁾ | D | |
| Common Shares of Beneficial Interest ⁽³⁾ | 03/01/2012 | | F | | 2,381 | D | \$10.86 | 21,744 | D | |
| Common Shares of Beneficial Interest ⁽⁴⁾ | 03/01/2012 | | A | | 3,069 | A | \$0 | 24,813 | D | |

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | | | | | |

Explanation of Responses:

- Reflects the delivery of common shares under the reporting person's 2009-2011 Restricted Performance Share Unit Award.
- This filing also reports in the ending balance of shares owned the sum of 477.86 additional common shares acquired under the Company's Employee Share Purchase Plan (ESPP) plus the sum of 244.00 common shares acquired under the Company's Dividend Reinvestment Plan (DRIP). The ESPP and the DRIP shares were purchased following the Reporting Person's last Section 16 filing. Under the ESPP 233.24 shares were acquired on June 8, 2011 at a transaction price of \$10.29 per share, 106.50 shares were acquired on September 08, 2011 at a transaction price of \$9.39 and 138.12 shares were acquired on December 7, 2011 at a transaction price of \$7.24. Under the DRIP 47.40 shares were acquired on April 25, 2011 at a transaction price of \$12.09 per share, 50.91 shares were acquired on July 25, 2011 at a transaction price of \$12.09 per share, 79.75 shares were acquired on October 24, 2011 at a transaction price of \$8.01 per share and 65.93 shares were acquired on January 24, 2012 at a transaction price of \$0.19 per share. The ESPP and the DRIP provide for the purchase of fractional shares. The numbers reported herein are to the nearest whole number.
- Reflects common shares withheld to satisfy payroll taxes due upon delivery of common shares under the reporting person's 2009-2011 Restricted Performance Share Unit Award.
- Reflects the grant of a restricted share award which cliff vests on April 15, 2015.

Remarks:

/s/ Brad A. Molotsky, as Attorney-In-Fact for Gabriel J. Mainardi 03/05/2012

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.