

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>DEVUONO H JEFFREY</u> _____ (Last) (First) (Middle) 2929 ARCH STREET, SUITE 1800 SUITE 1800 _____ (Street) PHILADELPHIA PA 19104 _____ (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) <b>EVP &amp; Senior Managing Director</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2025	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	01/31/2025		A		48,887 <sup>(1)</sup>	A	\$5.49	498,881	D	
Common Shares of Beneficial Interest	02/03/2025		F		24,163 <sup>(2)</sup>	D	\$5.49	474,718	D	
Common Shares of Beneficial Interest	01/31/2025		A		9,434 <sup>(3)</sup>	A	\$5.49	484,152	D	
Common Shares of Beneficial Interest	02/03/2025		F		4,333 <sup>(4)</sup>	D	\$5.49	479,819	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)		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 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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Reflects the delivery of common shares under the reporting person's 2022-2024 Restricted Performance Share Award.
- Reflects common shares withheld to satisfy payroll taxes due upon delivery of common shares under the reporting person's 2022-2024 Restricted Performance Share Unit Award.
- Reflects delivery of common shares under the reporting person's outperformance element under the 2022-2024 Restricted Share Unit Award.
- Reflects common shares withheld to satisfy payroll taxes due upon delivery of common shares under the reporting person's outperformance element under the 2022-2024 Restricted Share Unit Award.

/s/ Shawn Neuman as  
Attorney-in-Fact for H. Jeffrey 02/03/2025  
DeVuo

\*\* 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.