

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>SWEENEY GERARD H</u> <hr/> (Last) (First) (Middle) 2929 ARCH STREET SUITE 1800 <hr/> (Street) PHILADELPHIA PA 19104 <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2024</u>	
	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	01/31/2024		F		10,559 ⁽¹⁾	D	\$4.74	1,862,307 ⁽²⁾⁽³⁾	D	
Common Shares of Beneficial Interest	02/01/2024		M		105,062 ⁽⁴⁾	A	\$4.4	1,967,369	D	
Common Shares of Beneficial Interest	02/01/2024		F		47,443 ⁽⁵⁾	D	\$4.4	1,919,926	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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Reflects common shares withheld to satisfy payroll taxes due with respect to a scheduled distribution from the Company's deferred compensation plan.
- This filing also reports in the ending balance 13,361.54 additional common shares acquired under the Company's Dividend Reinvestment Plan(DRIP). Under the DRIP, 4,666.93 shares were acquired on July 20, 2023 at a transaction price of \$4.9571 per share, 4,594.03 shares were acquired on October 18, 2023 at a transaction price of \$4.2313 per share and 4,100.58 shares were acquired on January 18, 2024 at a transaction price of \$5.0345 per share.
- This filing also reports in the ending balance of shares owned, 6,608.07 additional common shares acquired under the Company's Employee Share Purchase Plan (ESPP). The ESPP shares were purchased following the Reporting Person's last Section 16 filing. Under the ESPP, 3,164.55 shares were acquired on September 7, 2023 at a transaction price of \$3.95 per share and 3,443.52 shares were acquired on December 8, 2023 at a transaction price of \$3.63 per share.
- Reflects the delivery of common shares under the reporting person's 2021-2023 Restricted Performance Share Unit Award
- Reflects common shares withheld to satisfy payroll taxes due upon delivery of common shares under the reporting person's 2021-2023 Restricted Performance Share Unit Award.

/s/ Gerard H. Sweeney 02/02/2024

** 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.

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