

**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

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).

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>SWEENEY GERARD H</u>  (Last) (First) (Middle) 2929 ARCH STREET 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</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		F		52,253 <sup>(1)</sup>	D	\$5.49	2,319,235 <sup>(2)(3)</sup>	D	
Common Shares of Beneficial Interest	01/31/2025		A		186,713 <sup>(4)</sup>	A	\$5.49	2,505,948	D	
Common Shares of Beneficial Interest	02/03/2025		F		7,923 <sup>(5)</sup>	D	\$5.49	2,498,025	D	
Common Shares of Beneficial Interest	01/31/2025		A		36,032 <sup>(6)</sup>	A	\$5.49	2,534,057	D	
Common Shares of Beneficial Interest	02/03/2025		F		1,524 <sup>(7)</sup>	D	\$5.49	2,532,533	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)					

**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 9,342.97 additional common shares acquired under the Company's Dividend Reinvestment Plan (DRIP). Under the DRIP, 4805.88 shares were acquired on July 18, 2024 at a transaction price of \$4.70 per share, and 4,537.09 shares were acquired on October 24, 2024 at a transaction price of \$5.44 per share.
- This filing also reports in the ending balance 5,782.22 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, 3,094.05 shares were acquired on September 11, 2024 at a transaction price of \$5.03 per share and 2,608.17 shares were acquired on December 20, 2024 at a transaction price of \$5.39 per share.
- 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/ Gerard H. Sweeney 02/03/2025

\*\* 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.