

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

1. Name and Address of Reporting Person* <u>SWEENEY GERARD H</u>  (Last) (First) (Middle) 2929 WALNUT ST. SUITE 1700  (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) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2020	
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 <sup>(1)</sup>	01/31/2020		F		5,830	D	\$15.62	1,305,615 <sup>(2)(3)</sup>	D	
Common Shares of Beneficial Interest <sup>(4)</sup>	02/01/2020		M		66,391	A	\$15.62	1,372,006	D	
Common Shares of Beneficial Interest <sup>(5)</sup>	02/01/2020		F		21,570	D	\$15.62	1,350,436	D	
Common Shares of Beneficial Interest	02/03/2020		M		8,410	A	\$11.89	1,358,846	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						Amount or Number of Shares
Stock Option (right to buy)	\$11.89	02/03/2020		M			8,410	03/02/2011	03/01/2021	Common Shares of Beneficial Interest	8,410	\$0.00	181,291	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 of shares owned, 984,2504 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 984,2504 shares were acquired on December 9, 2019 at a transaction price of \$12.7 per share. The ESPP provides for the purchase of fractional shares. The numbers reported herein are rounded to the nearest whole number.
- This filing also reports in the ending balance 876,3378 additional common shares acquired under the Company's Dividend Reinvestment Plan (DRIP). Under the DRIP 876,3378 shares were acquired on January 22, 2020 at a transaction price of \$15.91 per share.
- Reflects the delivery of common shares under the reporting person's 2017-2019 Restricted Performance Share Unit Award
- Reflects common shares withheld to satisfy payroll taxes due upon delivery of common shares under the reporting person's 2017-2019 Restricted Performance Share Unit Award.

**Remarks:**

/s/ Gerard H. Sweeney                      02/04/2020

\*\* 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.