FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average b	urden								

0.5

hours per response:

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

														_						
1. Name and Address of Reporting Person [*]						2. Issuer Name and Ticker or Trading Symbol									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
PIZZI CHARLES P			BF	BRANDYWINE REALTY TRUST [BDN]							1 "	` '' '				Owner				
											.		Λ							
(Last) (First) (Middle)				3. D	3. Date of Earliest Transaction (Month/Day/Year)									Officer (give title below)		belov	r (specify v)			
` ′	•	,	vilduic)		06/	06/01/2011										,		•		
555 EAST LANCASTER AVENUE																				
SUITE 100			4 15	4. If Amondment, Date of Original Filed (Month/Dou/Moss)								16	Individual or Joint/Group Filing (Check Applicable							
,					. 4. "	4. If Amendment, Date of Original Filed (Month/Day/Year)									Line)					
(Street)															X Form filed by One Reporting Person					
RADNO	R PA	. 1	9087													Form	n filed by Moi	re than One Re	porting	
					.										Person					
(City)	(St	ate) (2	Zip)																	
(City)	(50	(2	_ip)																	
		Tabl	e I - Nor	n-Deriv	ative	Se	curitie	s Acc	uired,	Dis	posed o	f, or	Ben	efici	ally (Owne	ed			
1. Title of S	ecurity (Inst	r. 3)		2. Trans	action										ount of	6. Ownership	7. Nature			
				Date (Month/I	Dav/Yea	Execution I ay/Year) if any				nsaction Disposed Of (D) (Instr. 3 le (Instr. 5)		3, 4 a			ties cially	Form: Direct (D) or Indirect	of Indirect Beneficial			
(monune			,	(Month/Day/Year)							Owned		l Following	(I) (Instr. 4)	Ownership					
							Code	v	Amount		(A) or	Price		Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)			
							Couc	Ľ	Amount		(D)	11100								
Common Shares of Beneficial Interest ⁽¹⁾ 06/01				1/2011				A		3,289	3,289 A S		\$0.	22,858		D				
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		Id									onvertib				y Ov	viicu				
1. Title of	2.	3. Transaction	3A. Deeme	ed	4.		5. Nu	mber	6. Date E	xercis	sable and	7. Ti	itle and		8. Pri	ice of	9. Number o	of 10.	11. Nature	
Derivative	Conversion	Date	Execution		Date, Transa		of E		Expiration	Expiration Date (Month/Day/Year)			ount of		Derivative Security (Instr. 5)		derivative Securities Beneficially	Ownership	of Indirect	
Security (Instr. 3)	or Exercise Price of	(Month/Day/Year)	if any (Month/Da		8)	Code (Instr. B)		r. Derivative (Securities					urities erlying					Form: Direct (D)	Beneficial Ownership	
Derivative Security						Acquired (A) or			Derivative Security (Instr			etr 3	2		Owned Following	or Indirect (I) (Instr. 4)				
Coodinty					Disposed and 4)						Ju. 0			Reported						
							of (D) (Instr. 3, 4										Transaction((Instr. 4)	,s)		
					and 5)							_		,						
				Γ										ount						
													or Nun							
						,,	[_(A)		Date Exercised		Expiration		of							
				- 1	Code	V	(A)	(D)	Exercisal	nie	Date	Title	: Sha	res	I			- 1	1	

Explanation of Responses:

1. These shares reflect the \$40,000 annual Trustee share award the number of shares of which is calculated based upon a closing price on 06/01/2011 of \$12.16. Shares will vest ratably over three years: 1/3 on June 1, 2012; 1/3 on June 2, 2013 and 1/3 on June 1, 2014.

Remarks:

/s/ Brad A. Molotsky, as Attorney-in-Fact for Charles P. 06/03/2011 <u>Pizzi</u>

** 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.