

REDD WILLIAM D

Form 4

August 14, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
REDD WILLIAM D

2. Issuer Name **and** Ticker or Trading
Symbol
BRANDYWINE REALTY TRUST
[BDN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
555 EAST LANCASTER
AVENUE, SUITE 100
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2017

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP & Senior Managing Director

RADNOR, PA 19087

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares of Beneficial Interest	08/10/2017		S	24,400	D	\$ 16.6973 (1)	83,505 D
Common Shares of Beneficial Interest	08/11/2017		M	87,683	A	\$ 8.6528 (2)	171,188 D
Common Shares of Beneficial	08/11/2017		S	87,683	D	\$ 16.5274 (3)	83,505 D

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Interest

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.91	08/11/2017		M		29,535		04/01/2010	04/01/2019	Common Shares of Beneficial Interest	29,535
Stock Option (Right to Buy)	\$ 11.31	08/11/2017		M		32,106		03/04/2011	03/04/2020	Common Shares of Beneficial Interest	32,106
Stock Option (Right to Buy)	\$ 11.89	08/11/2017		M		26,042		03/02/2012	03/02/2021	Common Shares of Beneficial Interest	26,042

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
REDD WILLIAM D 555 EAST LANCASTER AVENUE SUITE 100 RADNOR, PA 19087	EVP & Senior Managing Director

Signatures

/s/ Jennifer Matthews Rice, as Attorney-In-Fact for William D.
Redd

08/14/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.68 to \$16.72, inclusive. The reporting person undertakes to provide Brandywine Realty Trust, any security holder of Brandywine Realty Trust, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were acquired at exercise prices ranging from \$2.91 to \$11.89, inclusive. The exercise price for each Derivative Security is provided in Table II below.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.5108 to \$16.54, inclusive. The reporting person undertakes Brandywine Realty Trust, any security holder of Brandywine Realty Trust, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote(3) to this Form 4.

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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