

BRANDYWINE REALTY TRUST

Form S-8

May 09, 2007

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As filed with the Securities and Exchange Commission on May 9, 2007

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
BRANDYWINE REALTY TRUST**

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State or Other Jurisdiction of Incorporation or Organization)

23-2413352

(I.R.S. Employer Identification No.)

555 East Lancaster Avenue, Suite 100

Radnor, Pennsylvania 19087

(Address of Principal Executive Offices)

19462

(Zip Code)

AMENDED AND RESTATED 1997 LONG-TERM INCENTIVE PLAN

(Full Title of the Plans)

Gerard H. Sweeney

President and Chief Executive Officer

555 East Lancaster Avenue, Suite 100

Radnor, Pennsylvania 19087

(Name and Address of Agent for Service)

(610) 325-5600

(Telephone Number, Including Area Code, of Agent for Service)

With a copy to:

Michael H. Friedman, Esq.

Pepper Hamilton llp

3000 Two Logan Square

Philadelphia, Pennsylvania 19103-2799

(215) 981-4000

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be Registered (1) | Proposed maximum offering price per unit (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee (2) |
|---|-----------------------------|--|---|--------------------------------|
| Common Shares of Beneficial Interest, par value \$.01 per share | 1,799,552 | \$33.02 | \$59,421,207 | \$1824.23 |

(1)

This Form S-8 is registering 1,799,552 common shares of beneficial interest, par value \$.01 per share, of Brandywine Realty Trust (the Common Shares) that may be issued pursuant to awards made under the Brandywine Realty Trust Amended and Restated 1997 Long-Term Incentive Plan (the Plan). Pursuant to Rule 416 of the Securities Act of 1933 (the Securities Act), this Registration Statement covers such additional Common Shares as may be issued to prevent dilution from stock splits, stock dividends, and similar transactions.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to paragraphs (c) and (h) of Rule 457 of the Securities Act

on the basis of
the average of
the high and low
prices of the
common shares
of beneficial
interest of the
Registrant on
the New York
Stock Exchange
on May 4, 2007.

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OPINION OF PEPPER HAMILTON LLP

CONSENT OF PRICEWATERHOUSECOOPERS LLP

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EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, the contents of Brandywine Realty Trust's Registration Statements on Form S-8 (Nos. 333-28427, 333-52957 and 333-125311) (together, the Prior Registration Statements) are incorporated by reference herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

All information required to be set forth herein which is not contained herein or in the Exhibits hereto is contained in the Prior Registration Statements.

Item 8. Exhibits.

| Exhibit Number | Description |
|-------------------|---|
| 5.1 | Opinion of Pepper Hamilton LLP. |
| 23.1 | Consent of PricewaterhouseCoopers LLP. |
| 23.2 | Consent of Pepper Hamilton LLP (contained in Exhibit 5.1). |
| 24.1 | Power of Attorney (contained in the signature page hereto). |

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, on May 9, 2007.

BRANDYWINE REALTY TRUST

By: /s/ Gerard H. Sweeney
Gerard H. Sweeney
President and Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act, this Registration Statement and Power of Attorney have been signed by the following persons in the capacity and on the dates indicated.

KNOW ALL MEN BY THESE PRESENTS, that each person whose name appears below hereby constitutes and appoints Gerard H. Sweeney his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

| Signature | Title(s) | Date |
|--|---|-------------|
| /s/ Gerard H. Sweeney Gerard H. Sweeney | President, Chief Executive Officer and Trustee (Principal Executive Officer) | May 9, 2007 |
| /s/ Howard M. Sipzner Howard M. Sipzner | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | May 9, 2007 |
| /s/ Darryl M. Dunn Darryl M. Dunn | Vice President, Chief Accounting Officer and Treasurer (Principal Accounting Officer) | May 9, 2007 |
| /s/ Walter D Alessio Walter D Alessio | Chairman of the Board of Trustees | May 9, 2007 |
| /s/ D. Pike Aloian D. Pike Aloian | Trustee | May 9, 2007 |

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| Signature | Title(s) | Date |
|--|-----------------|-------------|
| /s/ Thomas F. August Thomas F. August | Trustee | May 9, 2007 |
| /s/ Donald E. Axinn Donald E. Axinn | Trustee | May 9, 2007 |
| /s/ Wyche Fowler Wyche Fowler | Trustee | May 9, 2007 |
| /s/ Michael J. Joyce Michael J. Joyce | Trustee | May 9, 2007 |
| /s/ Anthony A. Nichols, Sr. Anthony A. Nichols, Sr. | Trustee | May 9, 2007 |
| /s/ Charles P. Pizzi Charles P. Pizzi | Trustee | May 9, 2007 |
| /s/ Michael V. Prentiss Michael V. Prentiss | Trustee | May 9, 2007 |

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