

BRANDYWINE REALTY TRUST
Form 8-K
September 27, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant To Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 27, 2006

BRANDYWINE REALTY TRUST

(Exact name of issuer as specified in charter)

Maryland
(State or Other Jurisdiction
of Incorporation or Organization)
401 Plymouth Road, Suite 500

1-9106
(Commission file number)

23-2413352
(I.R.S. Employer
Identification Number)

Radnor, Pennsylvania 19087

(Address of principal executive offices)

(610) 325-5600

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

Attached as an exhibit to this Form 8-K is a copy of a press release that we issued on September 27, 2006 relating to a proposed private offering. We are filing the press release pursuant to Rule 135c under the Securities Act of 1933. Common Shares repurchased with a portion of the proceeds of the proposed offering will not reduce our common share repurchase authority previously approved by our Board of Trustees.

Item 9.01 Financial Statements and Exhibits.

Exhibits

99.1 Press Release

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SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

BRANDYWINE REALTY TRUST

Date: September 27, 2006

By: /s/ Gerard H. Sweeney

Gerard H. Sweeney
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit

No. Description

99.1 Press Release
