

PRENTISS PROPERTIES TRUST/MD

Form 425

October 19, 2005

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**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): October 18, 2005

PRENTISS PROPERTIES TRUST
(Exact Name of Registrant as Specified in Charter)

Maryland

(State or other jurisdiction of
incorporation)

1-14516

(Commission File Number)

75-2661588

(I.R.S. Employer
Identification Number)

**3890 W. Northwest Hwy. Suite
400**

Dallas, Texas

(Address of principal
executive offices)

75220

(Zip code)

(214) 654-0886

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 2.02. Disclosure of Results of Operations and Financial Condition.

On October 18, 2005, we issued a press release regarding our results of operations for the quarter ended September 30, 2005. A copy of this press release is attached hereto as Exhibit 99.1. In addition, we posted on our web site supplemental information regarding our operations for the quarter ended September 30, 2005, a copy of which is attached hereto as Exhibit 99.2.

At 10:00 am central daylight savings time on October 19, 2005, we will hold our earnings conference call for the quarter ended September 30, 2005.

The information disclosed under this Item 2.02, including Exhibits 99.1 and 99.2, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 8.01. Other Events.

The press release filed herewith relates to the financial and operational results of Prentiss for the quarter ended September 30, 2005, and contains certain statements regarding the proposed merger of Prentiss and Brandywine Realty Trust.

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SIGNATURES

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

Prentiss Properties Trust

Date: October 19, 2005

By: /s/ Gregory S. Imhoff
Gregory S. Imhoff
Senior Vice President, General Counsel
and
Secretary

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EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 99.1 | Press Release of the Company dated October 18, 2005, announcing the results of operations of the Company for the quarter ended September 30, 2005. |
| 99.2 | Supplemental Operating & Financial Data of the Company for the quarter ended September 30, 2005. |