

WIBERG ROBERT K

Form 4

January 09, 2006

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WIBERG ROBERT K

2. Issuer Name **and** Ticker or Trading
 Symbol
PRENTISS PROPERTIES
TRUST/MD [PP]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
3890 WEST NORTHWEST
HIGHWAY, SUITE 400

3. Date of Earliest Transaction
 (Month/Day/Year)
01/05/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Executive Vice President

(Street)

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

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

DALLAS, TX 75220

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Share	01/05/2006		D		25,054	D	(1) 0
Common Shares	01/05/2006		D		28,042	D	(2) 0
Common Shares	01/05/2006		D		750	D	(3) 0
						I	By Spouse

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

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 information contained in this form are not
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SEC 1474
 (9-02)

displays a currently valid OMB control number.

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)		8. Amount or Number of Shares (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 34.8	01/05/2006		D			18,000	<u>(4)</u>	02/03/2015	Common Shares	18,000
Stock Options	\$ 26.09	01/05/2006		D			10,667	<u>(5)</u>	03/05/2013	Common Shares	10,667
Stock Options	\$ 34.2	01/05/2006		D			26,450	<u>(6)</u>	02/23/2014	Common Shares	26,450

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WIBERG ROBERT K
3890 WEST NORTHWEST HIGHWAY
SUITE 400
DALLAS, TX 75220

Executive Vice President

Signatures

Gregory S. Imhoff (POA on File) Robert K.
Wiberg

01/09/2006

__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) These shares were held in a deferred compensation account and will be exchanged at the option exercise ratio for 36,268 shares of BDN having a market value of \$1,049,959 on the date of the merger.

(2) These shares will be exchanged for the merger consideration of \$21.50 per share and 19,866 shares of BDN having a market value of \$575,121 on the date of the merger.

(3) See footnote 2.

(4)

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This option, which provided for vesting in three equal annual installments beginning on February 3, 2005, was assumed by Brandywine in the merger and replaced with an option to purchase 26,057 common shares of beneficial interest of Brandywine for \$24.0398 per common share.

- (5) This option, which provided for vesting in three equal annual installments beginning March 5, 2003, was canceled in the merger in exchange for a cash payment of \$159,898.33, representing the number of unexercised shares relating to such option times the difference between the per share exercise price of the option and the per share cash value of the merger consideration \$41.08 per share.

- (6) This option, which provided for vesting in three equal annual installments beginning on February 23, 2004, was canceled in the merger in exchange for a cash payment of \$181,976.00, representing the number of unexercised shares relating to such option times the difference between the per share exercise price of the option and the per share cash value of the merger consideration \$41.08 per share.

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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