

CUSHING DANIEL 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 *
CUSHING DANIEL 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

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

DALLAS, TX 75220

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

(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 (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Shares	01/05/2006		D	18,028	D	(1)	0	D	
Common Shares	01/05/2006		D	12,618	D	(2)	0	D	
Common Shares	01/05/2006		D	500	D	(3)	0	I	By Trust

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

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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
Stock Options	\$ 28.1	01/05/2006		D	3,895	<u>(4)</u> 02/28/2012	Common Shares	3,895
Stock Options	\$ 26.09	01/05/2006		D	5,000	<u>(5)</u> 03/05/2013	Common Shares	5,000
Stock Options	\$ 34.2	01/05/2006		D	22,000	<u>(6)</u> 02/23/2014	Common Shares	22,000
Stock Options	\$ 34.8	01/05/2006		D	30,000	<u>(7)</u> 02/03/2015	Common Shares	30,000
Stock Options	\$ 28.1	01/05/2006		D	201	<u>(8)</u> 02/28/2012	Common Shares	201

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CUSHING DANIEL K
3890 WEST NORTHWEST HIGHWAY
SUITE 400
DALLAS, TX 75220

Senior Vice President

Signatures

Gregory S. Imhoff (POA on File) Daniel K.
Cushing

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 26,097 shares of BDN having a market value of \$755,508 on the date of the merger.

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(2) These shares will be exchanged for the merger consideration of \$21.50 per share and 9,051 shares of BDN having a market value of \$262,026 on the date of the merger.

(3) See footnote 2.

This option, held in a deferred compensation account, which provided for vesting in three equal annual installments beginning on February 28, 2002, was assumed by Brandywine in the merger and replaced with an option to purchase 5,638 common shares of beneficial interest of Brandywine for \$19.4114 per common share.

(5) This option, held in a deferred compensation account, which provided for vesting in three equal annual installments beginning on March 5, 2003, was assumed by Brandywine in the merger and replaced with an option to purchase 7,238 common shares of beneficial interest of Brandywine for \$18.0229 per common share.

(6) This option, held in a deferred compensation account, which provided for vesting in three equal annual installments beginning on February 23, 2004, was assumed by Brandywine in the merger and replaced with an option to purchase 31,847 common shares of beneficial interest of Brandywine for \$23.6253 per common share.

(7) 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 43,428 common shares of beneficial interest of Brandywine for \$24.0398 per common share.

(8) This option, which provided for vesting in three equal annual installments beginning February 28, 2002, was canceled in the merger in exchange for a cash payment of \$2,608.98, 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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