Edgar Filing: Cohen Stephen B - Form 4

| Cohen Stephe Form 4 June 12, 2012 FORM Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b). | 4 UNITED STA box r STATEMEN Filed pursua Section 17(a) of tion | Wash NT OF CHANC unt to Section 16 of the Public Uti | ITIES AND EXCHANGE hington, D.C. 20549 GES IN BENEFICIAL OW SECURITIES 5(a) of the Securities Exchan ility Holding Company Act of vestment Company Act of 19 | VNERSHIP OF ge Act of 1934, of 1935 or Section | OMB Number: Expires: Estimated a burden hou response | | |
|---|--|---|--|--|--|------------------------|--|
| (Print or Type Re | esponses) | | | | | | |
| 1. Name and Ad Cohen Stephe | dress of Reporting Pers en B | Symbol PENNSY | Name and Ticker or Trading YLVANIA REAL ESTATE 'MENT TRUST [PEI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| INVESTMEN | (First) (Midd REAL ESTATE NT TRUST, 200 DAD STREET | dle) 3. Date of 1 (Month/Da 06/08/20 | | X Director Officer (give below) | | 9 Owner er (specify | |
| PHILADELP | (Street) PHIA, PA 19102 | | ndment, Date Original th/Day/Year) | 6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M | One Reporting Pe | rson | |
| (City) | (State) (Zip |)) T -LL | | Person | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2 (Month/Day/Year) I | Table | e I - Non-Derivative Securities Ac 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | • | |
| Shares of Beneficial Interest, par value \$1.00 per share Shares of Beneficial Interest, par | 06/08/2012 | | А 4,258 А ш | | D | By Trust | |
| value \$1.00 per share | | | | | | (2) | |

| Shares of Beneficial Interest, par value \$1.00 per share | 243,944 | Ι | By Trust |
|---|---------|---|-----------------|
| Shares of Beneficial Interest, par value \$1.00 per share | 153,713 | Ι | By Trust (4) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Other

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) | 4. Transactic Code (Instr. 8) | 5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amou Unde Secur | le and unt of rlying rities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|-----------------------|--|---|--|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Addı | Relationships | | | | |
|--|---------------|---|--|---------|--|
| 1 | | | | Officer | |
| Cohen Stephen B C/O PENN. REAL ESTATE INVESTM 200 SOUTH BROAD STREET PHILADELPHIA, PA 19102 | IENT TRUST | Х | | | |
| Signatures | | | | | |
| /s/ Bruce Goldman (attorney in fact) | 06/12/2012 | | | | |
| **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) Grant of restricted shares for no consideration.

Mr. Cohen is a beneficiary of an Indenture of Trust dated April 28, 1969. Mr. Cohen disclaims beneficial ownership of these securities,(2) and this report shall not be deemed an admission that Mr. Cohen is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Mr. Cohen is a future beneficiary of the Deed of Trust of Sylvan M. Cohen dated May 14, 1998, as amended. Mr. Cohen disclaims(3) beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Cohen is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Mr. Cohen is a trustee of the Sylvan M. Cohen Charitable Remainder Trust. Mr. Cohen disclaims beneficial ownership of these securities, and this appendix the hear field owners of the geometric for any manage of Section 16 or for

(4) and this report shall not be deemed an admission that Mr. Cohen is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.