

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST
 Form 4
 March 08, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 GRAYSON DOUGLAS S

2. Issuer Name and Ticker or Trading Symbol
 PENNSYLVANIA REAL ESTATE INVESTMENT TRUST [PEI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O PENN. REAL ESTATE INVESTMENT TRUST, THE BELLEVUE, 200 S. BROAD ST.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/06/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP-Development

PHILADELPHIA, PA 19102
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Shares of Beneficial Interest, par value \$1.00 per share	03/06/2007		S	1,200	D	\$ 43.91	33,260	D
Shares of Beneficial Interest, par value \$1.00 per share	03/06/2007		S	900	D	\$ 43.98	32,360	D

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Shares of Beneficial Interest, par value \$1.00 per share	03/06/2007	S	800	D	\$ 43.89	31,560	D
Shares of Beneficial Interest, par value \$1.00 per share	03/06/2007	S	600	D	\$ 43.92	30,960	D
Shares of Beneficial Interest, par value \$1.00 per share	03/06/2007	S	500	D	\$ 43.94	30,460	D
Shares of Beneficial Interest, par value \$1.00 per share	03/06/2007	S	500	D	\$ 43.9	29,960	D
Shares of Beneficial Interest, par value \$1.00 per share	03/06/2007	S	200	D	\$ 43.88	29,760	D
Shares of Beneficial Interest, par value \$1.00 per share	03/06/2007	S	100	D	\$ 43.97	29,660	D
Shares of Beneficial Interest, par value \$1.00 per share	03/06/2007	S	100	D	\$ 43.95	29,560	D
Shares of Beneficial Interest, par value \$1.00 per share	03/06/2007	S	100	D	\$ 43.93	29,460	D
Shares of Beneficial Interest, par value \$1.00 per share	03/07/2007	S	423	D	\$ 43.56	29,037	D

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

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SEC 1474
(9-02)

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRAYSON DOUGLAS S
C/O PENN. REAL ESTATE INVESTMENT TRUST
THE BELLEVUE, 200 S. BROAD ST.
PHILADELPHIA, PA 19102

EVP-Development

Signatures

Douglas S. 03/08/2007
Grayson

__Signature of Date
Reporting Person

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).

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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