

GRAYSON DOUGLAS S

Form 4

April 11, 2003

<b>FORM 4</b>		<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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		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).  (Print or Type Responses)					
1. Name and Address of Reporting Person *  <div style="text-align: center;"> <u>Grayson, Douglas S.</u>            (Last) (First) (Middle)         </div>		2. Issuer Name <u>Pennsylvania Real Estate Investment Trust</u> and Ticker or Trading Symbol <u>PEI</u>		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____	
c/o <u>Pennsylvania Real Estate Investment Trust 200 S. Broad Street</u>  (Street)  <u>Philadelphia, PA 19102</u>  (City) (State) (Zip)		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)  _____		4. Statement for Month/Day/Year  <u>2/18/03</u>	
		5. If Amendment, Date of Original (Month/Day/Year)  <u>2/18/03</u>		7. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person _____ Form filed by More than One Reporting Person _____	
				<u>Executive Vice President - Development</u>	

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. Owner- ship Form: Direct (D) or Indirect (I)  (Instr. 4)	7. Nature of Indirect Beneficial Ownership  (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Shares of Beneficial Interest, par value \$1.00 per share	2/18/03		D		2,327	D		22,964	D	

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)

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Form 4 (continued)		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. Conver- sion or Exer- cise Price of Deriva- tive Security	3. Trans- action Date  (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any  (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)		5. Number of Deri- vative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercis- able Expiration Date (DE) (Month/ Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Security (Instr. 5)	9. Number of Deri- vative Securi- ties Benefi- cially Owned Follow- ing Reported Trans- action(s)  (Instr. 4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)  (Instr. 4)	11. Nat- ional Indi- vidual Ben- eficial Own- ership (Instr. 4)
				Code	V	(A)	(D)	DE	ED	Title	Amount or Number of Shares				

**Explanation of Responses:**

/s/ Douglas S. Grayson

4/11/2003

\*\* Signature of Reporting Person

Date

\*\* 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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