#### KRUEGER LAWRENCE J

Form 4 January 09, 2006

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** 

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Persor	ı.
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2. Issuer Name and Ticker or Trading Symbol

#### 5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

KRUEGER LAWRENCE J

PRENTISS PROPERTIES TRUST/MD [PP]

(Check all applicable)

(Last) (First) (Middle)

(Street)

(State)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

3890 WEST NORTHWEST

01/05/2006

(Month/Day/Year)

below) **Executive Vice President** 

HIGHWAY, SUITE 400

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

**DALLAS, TX 75220** 

(City)

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

4. Securities Acquired 5. Amount of 3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) (Instr. 4) Following (Instr. 4) Reported

D

(A) or

Code V (D) Price Amount

Common Shares

01/05/2006

D 0 99,626 D <u>(1)</u>

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Transaction(s)

(Instr. 3 and 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration I (Month/Day	Pate	7. Title and Underlying (Instr. 3 and	Securities 1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 28.1	01/05/2006		D	11,800	(2)	02/28/2012	Common Shares	11,800
Stock Options	\$ 26.09	01/05/2006		D	20,000	(3)	03/05/2013	Common Shares	20,000
Stock Options	\$ 34.2	01/05/2006		D	14,750	<u>(4)</u>	02/23/2014	Common Shares	14,750
Stock Options	\$ 34.8	01/05/2006		D	27,000	<u>(5)</u>	02/03/2015	Common Shares	27,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KRUEGER LAWRENCE J 3890 WEST NORTHWEST HIGHWAY SUITE 400 DALLAS, TX 75220

**Executive Vice President** 

### **Signatures**

Gregory S. Imhoff (POA on File) Lawrence J. Krueger

01/09/2006

Date

\*\*Signature of 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).
- These shares were held directly and will be exchanged for the merger consideration of \$21.50 per share and 68,741 shares of BDN having (1) a market value of \$1,990,052 on the date of the merger. Mr. Krueger also reports a disposition of 1,598 shares held in the Company's KEYSOP Deferrred Compensation Plan the shares of which Mr. Krueger was not entitled to vote.
- 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 \$153,164.00, 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.
- 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 \$299,800.00, 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.

**(4)** 

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This option, which provided for vesting in three equal annual installments beginning on February 23, 2004, was canceled in themerger in exchange for a cash payment of \$101,480.00, 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.

This option, which provided for vesting in three equal annual installments beginning February 3, 2005, was canceled in the merger in exchange for a cash payment of \$169,560.00, 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. 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.