

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST
 Form 4/A
 August 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 RUBIN GEORGE F

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, 200 S. BROAD ST., THE BELLEVUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/05/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman

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

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/02/2013

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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Shares of Beneficial Interest, par value \$1.00 per share | 06/05/2013 | | G ⁽¹⁾ | V 100,000 D \$ 0 | 179,613 | D | |
| Shares of Beneficial Interest, par value | 06/05/2013 | | J ⁽¹⁾ | V 100,000 A \$ 0 | 100,000 | I | by GRAT ⁽²⁾ |

| | | | | | | | | |
|---|------------|---|-----|---|----------|--------------------------------------|---|-----------------------|
| \$1.00 per share | | | | | | | | |
| Shares of Beneficial Interest, par value \$1.00 per share | 07/31/2013 | S | 275 | D | \$ 20.97 | 179,338 ⁽³⁾ <u>(4)</u> | D | |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | 97,999 | I | By Trust <u>(5)</u> |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | 27,800 | I | By Trust <u>(6)</u> |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | 7,834 | I | By Trust <u>(7)</u> |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | 5,000 | I | By Trust <u>(8)</u> |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | 750 | I | By Trust <u>(8)</u> |
| Shares of Beneficial Interest, par value \$1.00 per share | | | | | | 900 | I | By Trust <u>(9)</u> |
| Shares of Beneficial Interest, | | | | | | 1,063 | I | By Spouse <u>(10)</u> |

par value
\$1.00 per
share

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.

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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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 |
| RUBIN GEORGE F C/O PENN. REAL ESTATE INVESTMENT TRUST 200 S. BROAD ST., THE BELLEVUE PHILADELPHIA, PA 19102 | X | | Vice Chairman | |

Signatures

/s/ Bruce Goldman (power of attorney) 08/14/2013

__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) The reporting person made a gift of these securities to a Grantor Retained Annuity Trust ("GRAT") of which he is the trustee.
- (2) The holder of these securities is the GRAT of which the reporting person is the trustee.

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- (3) Includes 6,206 total shares held in an employee share purchase plan.
- (4) The sale of 275 shares in this line was reported in the original filing of this Form 4; however, the amount of shares reported in this column has been amended to reflect the transaction reported in the lines above.
- (5) These shares are held by trusts of which Mr. Rubin is a trustee. Mr. Rubin disclaims beneficial ownership of these shares.
- (6) These securities are held by the Non-QTIP Marital Trust U/W of Richard I. Rubin, a trust of which Mr. Rubin is a trustee and a beneficiary.
- (7) These shares are held by a trust of which Mr. Rubin is a trustee and a beneficiary.
- (8) These shares are held by trusts of which Mr. Rubin is a trustee. Mr. Rubin disclaims beneficial ownership of these shares.
- (9) Held by a trust, the beneficiary of which is Mr. Rubin's daughter. Mr. Rubin disclaims beneficial ownership of these shares.
- (10) Held by Mr. Rubin's spouse. Mr. Rubin disclaims beneficial ownership of these shares.

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.