PARKER BARRY J C

Form 4 January 03, 2005

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

PARKER BARRY J C

2. Issuer Name and Ticker or Trading

Symbol

PRENTISS PROPERTIES TRUST/MD [PP]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

01/03/2005

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

3890 WEST NORTHWEST

HIGHWAY, SUITE 400

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

below) below) Trustee

6. Individual or Joint/Group Filing(Check

Officer (give title

Director

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

DALLAS,, TX 752205166

(State)

(Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 5. Amount of

1. Title of Security (Instr. 3)

(City)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

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

Securities Beneficially Owned

Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

10% Owner _X_ Other (specify

> of Indirect Beneficial Ownership (Instr. 4)

7. Nature

(A)

Price Code V Amount (D)

Common Shares of

Beneficial 01/03/2005 Interest(CommonShares)

163

16,518

Transaction(s)

(Instr. 3 and 4)

Following

Reported

 $D^{(1)}$

(9-02)

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

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

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

J

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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. Transa Code (Instr.		5. Solumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 33.52						07/01/2004	07/01/2014	Common Shares	7,500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PARKER BARRY J C 3890 WEST NORTHWEST HIGHWAY SUITE 400 DALLAS,, TX 752205166

Trustee

8. Pri Deriv Secur (Instr

Signatures

By: Gregory S. Imhoff (POA on File)

01/03/2005

**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) Compensation paid by the Company to this Reporting Person pursuant to the Prentiss Properties Trust Trustees' Share Incentive Plan.

 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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