

Item 12. Results of Operations and Financial Condition.

The following information, furnished under "Item 12. Results of Operations and Financial Condition," shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such a filing.

On August 5, 2004, Pennsylvania Real Estate Investment Trust issued a press release reporting its financial results for the second quarter of 2004. A copy of the press release is attached as an exhibit to this report.

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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

Date: August 5, 2004

By: /s/ Jonathan B. Weller

Jonathan B. Weller
Vice Chairman

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Exhibit Index

99.1 Press Release, dated August 5, 2004.

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