

FEDERAL REALTY INVESTMENT TRUST
 Form 4
 May 11, 2005

FORM 4

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

OMB APPROVAL

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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 *
WOOD DONALD C

2. Issuer Name and Ticker or Trading Symbol
FEDERAL REALTY INVESTMENT TRUST [FRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1626 EAST JEFFERSON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Trustee, President & CEO

ROCKVILLE, MD 20852

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | | |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common shares of beneficial interest | 05/10/2005 | | S ⁽²⁾ | | 500 | D | \$ 55.29 | 234,489 | D ⁽¹⁾ |
| Common shares of beneficial interest | 05/10/2005 | | S ⁽²⁾ | | 500 | D | \$ 55.27 | 233,989 | D ⁽¹⁾ |
| Common shares of beneficial interest | 05/10/2005 | | S ⁽²⁾ | | 500 | D | \$ 55.25 | 233,489 | D ⁽¹⁾ |

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| | | | | | | | |
|--------------------------------------|------------|------------------|-----|---|----------|---------|------------------|
| Common shares of beneficial interest | 05/10/2005 | S ⁽²⁾ | 600 | D | \$ 55.24 | 232,889 | D ⁽¹⁾ |
| Common shares of beneficial interest | 05/10/2005 | S ⁽²⁾ | 100 | D | \$ 55.23 | 232,789 | D ⁽¹⁾ |
| Common shares of beneficial interest | 05/10/2005 | S ⁽²⁾ | 400 | D | \$ 55.22 | 232,389 | D ⁽¹⁾ |
| Common shares of beneficial interest | 05/10/2005 | S ⁽²⁾ | 500 | D | \$ 55.21 | 231,889 | D ⁽¹⁾ |

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.

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(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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| WOOD DONALD C 1626 EAST JEFFERSON STREET | X | | Trustee, President & CEO | |

ROCKVILLE, MD 20852

Signatures

Dawn M. Becker, by power of
attorney

05/11/2005

__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) Shares owned indirectly by wife: 9,437.
- (2) This is two of two Form 4s that are being filed to report one transaction that occurred on May 10, 2005 because the transaction would not fit on one Form 4.

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.