

FEDERAL REALTY INVESTMENT TRUST

Form 4

March 16, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BECKER DAWN M

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)
03/12/2015

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
EVP-COO, General Counsel & Sec

ROCKVILLE, MD 20852

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common shares of beneficial interest	03/12/2015		M	8,203 A	\$ 67.66 117,414	D	
Common shares of beneficial interest	03/12/2015		S	200 D	\$ 141.21 117,214	D	
Common shares of beneficial interest	03/12/2015		S	100 D	\$ 141.2 117,114	D	

Edgar Filing: FEDERAL REALTY INVESTMENT TRUST - Form 4

Common shares of beneficial interest	03/12/2015	S	200	D	\$ 141.19	116,914	D
Common shares of beneficial interest	03/12/2015	S	200	D	\$ 141.18	116,714	D
Common shares of beneficial interest	03/12/2015	S	501	D	\$ 141.17	116,213	D
Common shares of beneficial interest	03/12/2015	S	470	D	\$ 141.16	115,743	D
Common shares of beneficial interest	03/12/2015	S	400	D	\$ 141.15	115,343	D
Common shares of beneficial interest	03/12/2015	S	432	D	\$ 141.14	114,911	D
Common shares of beneficial interest	03/12/2015	S	1,200	D	\$ 141.13	113,711	D
Common shares of beneficial interest	03/12/2015	S	3,088	D	\$ 141.12	110,623	D
Common shares of beneficial interest	03/12/2015	S	912	D	\$ 141.11	109,711	D
Common shares of beneficial interest	03/12/2015	S	200	D	\$ 141.09	109,511	D
Common shares of beneficial interest	03/12/2015	S	300	D	\$ 141.08	109,211	D

Edgar Filing: FEDERAL REALTY INVESTMENT TRUST - Form 4

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)
Employee stock option	\$ 67.66	03/12/2015		M	8,203	02/16/2007 ⁽¹⁾ 02/16/2016	Common shares of beneficial interest

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER DAWN M 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852			EVP-COO, General Counsel & Sec	

Signatures

Dawn M. Becker 03/16/2015

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) 1,641 shares were exercisable on each of 2/16/2007, 2/16/2009 and 2/16/2011 and 1,640 shares were exercisable on each of 2/16/2008 and 2/16/2010.

(2) Ms. Becker currently holds a total of 39,941 options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: FEDERAL REALTY INVESTMENT TRUST - Form 4

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.