

GAMBLE KRISTIN

Form 4

March 25, 2011

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GAMBLE KRISTIN

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)
03/23/2011

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

ROCKVILLE, MD 20852-4041

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

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	03/23/2011		M		2,500	A	\$ 19.6	8,469	D
Common shares of beneficial interest	03/23/2011		S		100	D	\$ 80.07	8,369	D
Common shares of beneficial interest	03/23/2011		S		300	D	\$ 80.08	8,069	D

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Common shares of beneficial interest	03/23/2011	S	100	D	\$ 80.09	7,969	D
Common shares of beneficial interest	03/23/2011	S	400	D	\$ 80.1	7,569	D
Common shares of beneficial interest	03/23/2011	S	400	D	\$ 80.11	7,169	D
Common shares of beneficial interest	03/23/2011	S	400	D	\$ 80.12	6,769	D
Common shares of beneficial interest	03/23/2011	S	400	D	\$ 80.13	6,369	D
Common shares of beneficial interest	03/23/2011	S	100	D	\$ 80.14	6,269	D
Common shares of beneficial interest	03/23/2011	S	300	D	\$ 80.15	5,969	D
Common shares of beneficial interest	03/10/2011	G V	305	D	\$ 0	5,664	D

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

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Underlying Securities (Instr. 3 and 4)
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(D)
(Instr. 3, 4,
and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Trustee stock option	\$ 19.6	03/23/2011	M			2,500	11/02/2001	05/02/2011	Common shares of beneficial interest	2,500 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAMBLE KRISTIN 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852-4041		X		

Signatures

Dawn M. Becker, by power of attorney
03/25/2011

__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) Ms. Gamble currently holds a total of 5,000 options.

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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