FEDERAL REALTY INVESTMENT TRUST

Form 4

March 07, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

> 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

may continue. See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WOOD DONALD C Issuer Symbol FEDERAL REALTY (Check all applicable) **INVESTMENT TRUST [FRT]** (Middle) (Last) (First) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title _ Other (specify (Month/Day/Year) below) below) 1626 EAST JEFFERSON STREET 03/05/2012 (Street)

ROCKVILLE, MD 20852

(Ctota)

5111221	03/03/2012	Trustee, President and CEO			
	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
2	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Zip)					

(City)	(State) (2	Table Table	I - Non-D	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common shares of			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
beneficial interest	03/05/2012		S(1)	100	D	96.59	436,263 (2)	D	
Common shares of beneficial interest	03/05/2012		S <u>(1)</u>	1,000	D	\$ 96.58	435,263 (2)	D	
Common shares of beneficial interest	03/05/2012		S(1)	1,100	D	\$ 96.57	434,163 (2)	D	

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Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	1,200	D	\$ 96.56	432,963 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	400	D	\$ 96.55	432,563 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	2,200	D	\$ 96.54	430,363 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	2,034	D	\$ 96.53	428,329 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	2,066	D	\$ 96.52	426,263 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	1,800	D	\$ 96.51	424,463 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	2,451	D	\$ 96.5	422,012 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	2,500	D	\$ 96.49	419,512 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	2,400	D	\$ 96.48	417,112 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	3,992	D	\$ 96.47	413,120 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	2,300	D	\$ 96.46	410,820 (2)	D
	03/05/2012	S <u>(1)</u>	2,400	D		408,420 (2)	D

Common shares of beneficial interest					\$ 96.45		
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	1,300	D	\$ 96.44	407,120 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	1,307	D	\$ 96.43	405,813 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	902	D	\$ 96.42	404,911 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	2,919	D	\$ 96.41	401,992 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	3,700	D	\$ 96.4	398,292 <u>(2)</u>	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	1,560	D	\$ 96.39	396,732 <u>(2)</u>	D
Common shares of beneficial interest	03/05/2012	S(1)	614	D	\$ 96.38	396,118 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	900	D	\$ 96.37	395,218 <u>(2)</u>	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	800	D	\$ 96.36	394,418 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	600	D	\$ 96.35	393,818 (2)	D
	03/05/2012	S(1)	300	D		393,518 <u>(2)</u>	D

Common shares of beneficial interest					\$ 96.34		
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	200	D	\$ 96.33	393,318 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	100	D	\$ 96.32	393,218 (2)	D
Common shares of beneficial interest	03/05/2012	S <u>(1)</u>	200	D	\$ 96.31	393,018 (2)	D

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

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctio	nNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative			Secur	ities	(Instr. 5)
	Derivative					Securities			(Instr.	3 and 4)	
	Security					Acquired					
						(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
										Amount	
							Date	Expiration	T. 1	or	
							Exercisable	Date	Title		
				G 1		(A) (B)				of	
				Code	V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships									
• 0	Director	10% Owner	Officer	Other						
WOOD DONALD C	X		Trustee,							
1626 EAST JEFFERSON STREET			President and							

Reporting Owners 4

ROCKVILLE, MD 20852

CEO

Signatures

Dawn M. Becker, by power of attorney

03/07/2012

**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) This is one of two Form 4s being filed to report one transaction that occurred on March 5, 2012 because the transaction would not fit on one Form 4.
- (2) Shares owned indirectly by wife: 5,625.

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.

Signatures 5