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FEDERAL REALTY INVESTMENT TRUST

Form 8-K/A

November 29, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

Current Report  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):  
November 19, 2001

Federal Realty Investment Trust

(Exact name of registrant as specified in its charter)

Maryland	1-07533	52-0782497
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)
1626 East Jefferson Street, Rockville, Maryland		20852-4041
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (301) 998-8100

FEDERAL REALTY INVESTMENT TRUST

Item 5. Other Events.

This Current Report on Form 8-K/A amends Federal Realty's Form 8-K filed with the Commission on November 26, 2001 and is being filed for the sole purpose of providing the opinion of counsel attached as Exhibit 5.1 hereto.

Item 7. Exhibits.

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Number -----	Description -----
1.1*	Underwriting Agreement and Pricing Agreement, each dated as of November 19, 2001, by and among the Trust and Morgan Stanley & Co. Incorporated, First Union Securities, Inc. and Salomon Smith Barney Inc., as representatives of the several underwriters listed therein.
5.1	Opinion of Hogan & Hartson L.L.P. as to the validity of the Series B Preferred Shares.
8.1*	Opinion of Hogan & Hartson L.L.P. as to certain tax matters.
23.1*	Consent of Arthur Andersen LLP.

\* Previously filed in connection with Federal Realty's Current Report on Form 8-K filed with the Commission on November 26, 2001.

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### SIGNATURES

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

### FEDERAL REALTY INVESTMENT TRUST

Date: November 29, 2001

By: /s/ NANCY J. HERMAN

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Nancy J. Herman  
Senior Vice President--General  
Counsel and Secretary

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### EXHIBIT INDEX

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