FEDERAL REALTY INVESTMENT TRUST

Form 4

September 09, 2011

FORM 4		OMB AF	PPROVAL
1 OI IIII 7	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB Number:	3235-028
Check this box if no longer	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF	Expires:	January 3 200
subject to Section 16.	SECURITIES SECURITIES	Estimated a burden hour	•
Form 4 or Form 5 obligations may continue. See Instruction 1(b).	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	response	0
(Print or Type Respor	uses)		

(Lime of 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	3. Date of Earliest Transaction (Month/Day/Year) 09/08/2011	_X Director 10% Owner _X Officer (give title Other (specify below) Trustee, President and CEO
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
ROCKVILLE. MD 20852	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(Sifeet)	4. If Amendment, Date Original	6. Individual of Joint/Group Filing(Check
	Filed(Month/Day/Year)	Applicable Line)
ROCKVILLE, MD 20852		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Table	e I - Non-I	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	sposed 4 and : (A)	d of (D)	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			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
shares of beneficial interest	08/18/2011		G(1) V	51,325	D	\$0	370,586 (2)	D	
Common shares of beneficial interest	09/08/2011		M <u>(1)</u>	75,000	A	\$ 67.66	445,586 <u>(2)</u>	D	
Common shares of beneficial interest	09/08/2011		S <u>(1)</u>	100	D	\$ 89.66	445,486 (2)	D	

Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	200	D	\$ 89.64	445,286 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	100	D	\$ 89.62	445,186 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	200	D	\$ 89.61	444,986 <u>(2)</u>	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	300	D	\$ 89.6	444,686 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	200	D	\$ 89.59	444,486 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	100	D	\$ 89.58	444,386 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	300	D	\$ 89.57	444,086 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	200	D	\$ 89.56	443,886 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	100	D	\$ 89.55	443,786 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	200	D	\$ 89.54	443,586 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	100	D	\$ 89.53	443,486 (2)	D
	09/08/2011	S <u>(1)</u>	200	D		443,286 (2)	D

Common shares of beneficial interest					\$ 89.44		
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	300	D	\$ 89.39	442,986 (2)	D
Common shares of beneficial interest	09/08/2011	S(1)	100	D	\$ 89.38	442,886 <u>(2)</u>	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	100	D	\$ 89.37	442,786 <u>(2)</u>	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	200	D	\$ 89.34	442,586 <u>(2)</u>	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	100	D	\$ 89.32	442,486 <u>(2)</u>	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	100	D	\$ 89.31	442,386 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	100	D	\$ 89.3	442,286 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	200	D	\$ 89.28	442,086 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	100	D	\$ 89.27	441,986 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	100	D	\$ 89.23	441,886 (2)	D
	09/08/2011	S <u>(1)</u>	200	D		441,686 (2)	D

Common shares of beneficial interest					\$ 89.22		
Common shares of beneficial interest	09/08/2011	S(1)	200	D	\$ 89.21	441,486 (2)	D
Common shares of beneficial interest	09/08/2011	S(1)	300	D	\$ 89.2	441,186 (2)	D
Common shares of beneficial interest	09/08/2011	S <u>(1)</u>	600	D	\$ 89.19	440,586 (2)	D
Common shares of beneficial interest	09/08/2011	S(1)	600	D	\$ 89.17	439,986 (2)	D

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	ecuriti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee stock option	\$ 67.66	09/08/2011		M <u>(1)</u>	75,000	02/16/2007(3)	02/16/2016	Common shares of beneficial interest	75,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 5	Director	10% Owner	Officer	Other			
WOOD DONALD C 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852	X		Trustee, President and CEO				

Signatures

Dawn M. Becker, by power of attorney 09/09/2011

**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).
- This is one of three Form 4s being filed to voluntarily early report a gift on 8/18/2011 and to report one transaction that occurred on September 8, 2011 because the transaction would not fit on one Form 4.
- (2) Shares owned indirectly by wife: 9,437.
- (3) 15,000 of the options vested on each of 2/16/07, 2/16/08, 2/16/09, 2/16/10 and 2/16/11.
- (4) Mr. Wood currently holds a total of 247,996 options.

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.

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