Edgar Filing: FEDERAL REALTY INVESTMENT TRUST - Form 4

FEDERAL Form 4 May 16, 200	REALTY INVES	STMENT	TRUST							
FORM	Λ4								OMB AP	PROVAL
	UNITED	STATES		RITIES A shington			NGE CO	OMMISSION	OMB Number:	3235-0287
Check the if no lon	ger	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES								January 31, 2005
subject t Section Form 4	16. SIAIE									verage s per 0.5
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17((a) of the	Public U		ding Con	npany	y Act of 1	Act of 1934, 1935 or Section		
(Print or Type	Responses)									
1. Name and A WOOD DC	Address of Reporting DNALD C	Person <u>*</u>	Symbol FEDEF	er Name and RAL REA	LTY		1	5. Relationship of F ssuer (Check)	Reporting Perso all applicable)	
				TMENT		FRT	-			
(Last) 1626 EAST	(First) (T JEFFERSON ST	Middle) FREET		of Earliest T Day/Year) 2008	ransaction		-	_X_ Director _X_ Officer (give t below) Trustee, P		Owner r (specify EO
	(Street)			endment, Danner, Danne	-	1	1	5. Individual or Join Applicable Line) _X_ Form filed by Or	nt/Group Filing	g(Check
ROCKVIL	LE, MD 20852						-	Form filed by Mo Person		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities Acqui	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if	3. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4	ed of (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)
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common shares of beneficial interest	05/15/2008			M <u>(1)</u>	34,700	A	\$ 21.0625	280,105 <u>(2)</u>	D	
Common shares of beneficial interest	05/15/2008			S <u>(1)</u>	6,297	D	\$ 83.5	273,808 <u>(2)</u>	D	
Common shares of beneficial interest	05/15/2008			S <u>(1)</u>	2,937	D	\$ 83.51	270,871 <u>(2)</u>	D	

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Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	2,003	D	\$ 83.52	268,868 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	3,600	D	\$ 83.53	265,268 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	900	D	\$ 83.54	264,368 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	1,063	D	\$ 83.55	263,305 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	1,300	D	\$ 83.56	262,005 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	1,000	D	\$ 83.57	261,005 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	700	D	\$ 83.58	260,305 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	700	D	\$ 83.59	259,605 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	300	D	\$ 83.6	259,305 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	600	D	\$ 83.61	258,705 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	300	D	\$ 83.62	258,405 <u>(2)</u>	D
	05/15/2008	S <u>(1)</u>	300	D	\$ 83.63	258,105 <u>(2)</u>	D

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Common shares of beneficial interest							
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	300	D	\$ 83.64	257,805 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	2,200	D	\$ 83.65	255,605 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	1,400	D	\$ 83.66	254,205 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	800	D	\$ 83.67	253,405 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	100	D	\$ 83.68	253,305 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	700	D	\$ 83.69	252,605 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	1,000	D	\$ 83.7	251,605 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	600	D	\$ 83.71	251,005 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	1,400	D	\$ 83.72	249,605 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	800	D	\$ 83.73	248,805 <u>(2)</u>	D
	05/15/2008	S (1)	600	D	\$ 83.74	248,205 (2)	D

Common shares of beneficial interest							
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	200	D	\$ 83.75	248,005 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	200	D	\$ 83.76	247,805 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	300	D	\$ 83.77	247,505 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	S <u>(1)</u>	200	D	\$ 83.78	247,305 <u>(2)</u>	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.

 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)	Expiration Date (Month/Day/Year) A) d of		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee stock option	\$ 21.0625	05/15/2008		M <u>(1)</u>	34,700	02/22/2001 <u>(3)</u>	02/22/2009	Common shares of beneficial interest	34,1

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WOOD DONALD C 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852	Х		Trustee, President and CEO					
Signatures								
Dawn M. Becker, by power of attorney	05/16/2	2008						
**Signature of Reporting Person	Date							
Evalenction of Deener								

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 May 15, 2008 because the transaction would not fit on one Form 4.
- (2) Shares owned indirectly by wife: 9,437.
- (3) 1,367 vested on 2/22/01 and 33,333 vested on 2/22/02.
- (4) Mr. Wood currently holds a total of 323,158 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.