

FEDERAL REALTY INVESTMENT TRUST

Form 4

May 16, 2008

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 *
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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2008

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Trustee, President and CEO

ROCKVILLE, MD 20852

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)
Common shares of beneficial interest	05/14/2008		M ⁽¹⁾	51,200 A	\$ 21.0625 296,605 ⁽²⁾	D	
Common shares of beneficial interest	05/14/2008		S ⁽¹⁾	200 D	\$ 83 296,405 ⁽²⁾	D	
Common shares of beneficial interest	05/14/2008		S ⁽¹⁾	1,200 D	\$ 83.05 295,205 ⁽²⁾	D	

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Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	500	D	\$ 83.06	294,705 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	300	D	\$ 83.08	294,405 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	700	D	\$ 83.09	293,705 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	1,400	D	\$ 83.1	292,305 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	400	D	\$ 83.11	291,905 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	600	D	\$ 83.12	291,305 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	100	D	\$ 83.13	291,205 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	200	D	\$ 83.14	291,005 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	100	D	\$ 83.15	290,905 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	100	D	\$ 83.16	290,805 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	1,100	D	\$ 83.17	289,705 <u>(2)</u>	D
	05/14/2008	<u>S⁽¹⁾</u>	400	D	\$ 83.18	289,305 <u>(2)</u>	D

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Common shares of beneficial interest							
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	500	D	\$ 83.19	288,805 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	2,300	D	\$ 83.2	286,505 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	600	D	\$ 83.21	285,905 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	300	D	\$ 83.22	285,605 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	2,000	D	\$ 83.23	283,605 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	100	D	\$ 83.24	283,505 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	1,800	D	\$ 83.25	281,705 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	200	D	\$ 83.26	281,505 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	700	D	\$ 83.27	280,805 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2008	<u>S⁽¹⁾</u>	500	D	\$ 83.28	280,305 <u>(2)</u>	D
	05/14/2008	<u>S⁽¹⁾</u>	300	D	\$ 83.3	280,005 <u>(2)</u>	D

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Common
shares of
beneficial
interest

Common
shares of
beneficial
interest

Common
shares of
beneficial
interest

Common
shares of
beneficial
interest

Common
shares of
beneficial
interest

05/14/2008

S⁽¹⁾

400

D

\$ 83.31

279,605 ⁽²⁾

D

05/14/2008

S⁽¹⁾

500

D

\$ 83.32

279,105 ⁽²⁾

D

05/14/2008

S⁽¹⁾

100

D

\$ 83.38

279,005 ⁽²⁾

D

05/14/2008

S⁽¹⁾

1,700

D

\$ 83.4

277,305 ⁽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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option	\$ 21.0625	05/14/2008		M ⁽¹⁾	51,200	02/22/2000 ⁽³⁾ 02/22/2009	Common shares of beneficial interest 51,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 05/16/2008

__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 three Form 4s being filed to report one transaction that occurred on May 14, 2008 because the transaction would not fit on one Form 4.
- (2) Shares owned indirectly by wife: 9,437.
- (3) 19,234 vested on 2/22/00 and 31,966 vested on 2/22/01.
- (4) Mr. Wood currently holds a total of 357,858 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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