

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-10** | Period of Report: **2012-12-31**  
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FILER

**BURKE & HERBERT BANK & TRUST CO**

CIK: [1101250](#) | IRS No.: **540155785** | State of Incorporation: **VA** | Fiscal Year End: **1231**  
Type: **13F-HR** | Act: **34** | File No.: **028-05313** | Film No.: **13522052**

Mailing Address  
*PO BOX 268*  
*ALEXANDRIA VA 22313*

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F  
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 12/31/2012  
Check here if Amendment ; Amendment Number: -----

This Amendment (Check only one.):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Burke & Herbert Bank & Trust Co.

Address: PO Box 268 Alexandria

Form 13F File Number: 028-05313

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this submission.

Persons Signing this Report on Behalf of Reporting Manager:

Name: M. Patricia Barron  
Title: Principal Vice President & Senior Trust Officer  
Phone: 703-549-6600

Signature, Place, and Date of Signing:

/s/ M. Patricia Barron	Alexandria, VA	1/9/2013
-----	-----	-----
[Signature]	[City, State]	[Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 169

Form 13F Information Table Value Total: \$ 83,258  
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(In Thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and 13F file number(s) of all institutional investment managers with respect to which this report is filed,

other than the manager filing this report.  
NONE

<TABLE>  
<CAPTION>

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
DE MASTER BLENDERS		B7WCX92	72	6,295	SH	SOLE		6,295		0
DE MASTER BLENDERS		B7WCX92	44	3,800	SH	DEFINED		3,800		0
AT&T INC	COM	00206R102	758	22,491	SH	SOLE		22,491		0
AT&T INC	COM	00206R102	545	16,178	SH	DEFINED		16,178		0
ABBOTT LABS	COM	002824100	414	6,325	SH	SOLE		6,325		0
ABBOTT LABS	COM	002824100	744	11,360	SH	DEFINED		11,360		0
ALTRIA GROUP INC	COM	02209S103	607	19,295	SH	SOLE		19,295		0
ALTRIA GROUP INC	COM	02209S103	211	6,700	SH	DEFINED		6,700		0
AMERICAN EXPRESS CO	COM	025816109	290	5,041	SH	SOLE		5,041		0
AMERICAN EXPRESS CO	COM	025816109	75	1,300	SH	DEFINED		1,300		0
APPLE INC	COM	037833100	492	925	SH	SOLE		925		0
APPLE INC	COM	037833100	982	1,845	SH	DEFINED		1,845		0
AUTOMATIC DATA PROCESSING	COM	053015103	21	374	SH	SOLE		374		0
AUTOMATIC DATA PROCESSING	COM	053015103	268	4,700	SH	DEFINED		4,700		0
BB&T CORP	COM	054937107	54	1,869	SH	SOLE		1,869		0
BB&T CORP	COM	054937107	183	6,300	SH	DEFINED		6,300		0
BP PLC	SPON ADR	055622104	542	13,012	SH	SOLE		13,012		0
BP PLC	SPON ADR	055622104	82	1,966	SH	DEFINED		1,966		0
BANCO BILBAO VIZCAYA ARGENT	SPON ADR	05946K101	135	14,283	SH	SOLE		14,283		0
BANK OF AMERICA CORPORATION	COM	060505104	70	6,060	SH	SOLE		6,060		0
BANK OF AMERICA CORPORATION	COM	060505104	276	23,780	SH	DEFINED		23,780		0
BANK NEW YORK MELLON CORP	COM	064058100	4	150	SH	SOLE		150		0
BANK NEW YORK MELLON CORP	COM	064058100	433	16,839	SH	DEFINED		16,839		0
BAXTER INTL INC	COM	071813109	143	2,150	SH	SOLE		2,150		0
BAXTER INTL INC	COM	071813109	302	4,525	SH	DEFINED		4,525		0
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	536	4	SH	SOLE		4		0
BLACKROCK INC	COM	09247X101	93	450	SH	SOLE		450		0
BLACKROCK INC	COM	09247X101	145	700	SH	DEFINED		700		0
BOEING CO	COM	097023105	204	2,702	SH	SOLE		2,702		0
BOEING CO	COM	097023105	72	950	SH	DEFINED		950		0
BRISTOL MYERS SQUIBB CO	COM	110122108	303	9,296	SH	SOLE		9,296		0
BRISTOL MYERS SQUIBB CO	COM	110122108	212	6,520	SH	DEFINED		6,520		0
BURKE&HERBERT B&T ALEXANDRI	COM	121331102	9,638	4,383	SH	SOLE		4,383		0
BURKE&HERBERT B&T ALEXANDRI	COM	121331102	1,801	819	SH	DEFINED		819		0
CIGNA CORPORATION	COM	125509109	812	15,180	SH	DEFINED		15,180		0
CVS CAREMARK CORPORATION	COM	126650100	10	200	SH	SOLE		200		0
CVS CAREMARK CORPORATION	COM	126650100	196	4,050	SH	DEFINED		4,050		0
CHEVRON CORP NEW	COM	166764100	706	6,524	SH	SOLE		6,524		0
CHEVRON CORP NEW	COM	166764100	1,585	14,659	SH	DEFINED		14,659		0
CISCO SYS INC	COM	17275R102	200	10,183	SH	SOLE		10,183		0
CISCO SYS INC	COM	17275R102	142	7,250	SH	DEFINED		7,250		0
CITIGROUP INC	COM NEW	172967424	29	740	SH	SOLE		740		0
CITIGROUP INC	COM NEW	172967424	293	7,419	SH	DEFINED		7,419		0
COCA COLA CO	COM	191216100	746	20,578	SH	SOLE		20,578		0
COCA COLA CO	COM	191216100	634	17,500	SH	DEFINED		17,500		0
COLGATE PALMOLIVE CO	COM	194162103	277	2,654	SH	SOLE		2,654		0
COLGATE PALMOLIVE CO	COM	194162103	204	1,950	SH	DEFINED		1,950		0
COMCAST CORP NEW	CL A	20030N101	191	5,106	SH	SOLE		5,106		0
COMCAST CORP NEW	CL A	20030N101	77	2,065	SH	DEFINED		2,065		0
CONOCOPHILLIPS	COM	20825C104	95	1,640	SH	SOLE		1,640		0
CONOCOPHILLIPS	COM	20825C104	186	3,200	SH	DEFINED		3,200		0
DISNEY WALT CO	COM DISNEY	254687106	288	5,792	SH	SOLE		5,792		0
DISNEY WALT CO	COM DISNEY	254687106	334	6,700	SH	DEFINED		6,700		0
DOMINION RES INC VA NEW	COM	25746U109	529	10,220	SH	SOLE		10,220		0
DOMINION RES INC VA NEW	COM	25746U109	387	7,474	SH	DEFINED		7,474		0
DOW CHEM CO	COM	260543103	16	500	SH	SOLE		500		0
DOW CHEM CO	COM	260543103	223	6,900	SH	DEFINED		6,900		0
DU PONT E I DE NEMOURS & CO	COM	263534109	372	8,272	SH	SOLE		8,272		0
DU PONT E I DE NEMOURS & CO	COM	263534109	609	13,541	SH	DEFINED		13,541		0
DUKE ENERGY CORP NEW	COM NEW	26441C204	113	1,770	SH	SOLE		1,770		0

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
DUKE ENERGY CORP NEW	COM NEW	26441C204	132	2,063	SH	DEFINED		2,063	0	0
EMERSON ELEC CO	COM	291011104	146	2,764	SH	SOLE		2,764	0	0
EMERSON ELEC CO	COM	291011104	125	2,360	SH	DEFINED		2,360	0	0
EXPRESS SCRIPTS HLDG CO	COM	30219G108	172	3,182	SH	SOLE		3,182	0	0
EXPRESS SCRIPTS HLDG CO	COM	30219G108	69	1,272	SH	DEFINED		1,272	0	0
EXXON MOBIL CORP	COM	30231G102	3,131	36,170	SH	SOLE		36,170	0	0
EXXON MOBIL CORP	COM	30231G102	4,508	52,084	SH	DEFINED		52,084	0	0
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	952	9,150	SH	DEFINED		9,150	0	0
FREEMONT-MCMORAN COPPER & G	COM	35671D857	299	8,746	SH	DEFINED		8,746	0	0
GENERAL ELECTRIC CO	COM	369604103	1,788	85,164	SH	SOLE		85,164	0	0
GENERAL ELECTRIC CO	COM	369604103	1,679	79,988	SH	DEFINED		79,988	0	0
GENERAL MLS INC	COM	370334104	104	2,580	SH	SOLE		2,580	0	0
GENERAL MLS INC	COM	370334104	166	4,100	SH	DEFINED		4,100	0	0
GLAXOSMITHKLINE PLC	SPON ADR	37733W105	133	3,061	SH	SOLE		3,061	0	0
GLAXOSMITHKLINE PLC	SPON ADR	37733W105	74	1,705	SH	DEFINED		1,705	0	0
GOOGLE INC	CL A	38259P508	39	55	SH	SOLE		55	0	0
GOOGLE INC	CL A	38259P508	219	310	SH	DEFINED		310	0	0
HALLIBURTON CO	COM	406216101	7	200	SH	SOLE		200	0	0
HALLIBURTON CO	COM	406216101	229	6,600	SH	DEFINED		6,600	0	0
HEWLETT PACKARD CO	COM	428236103	223	15,676	SH	SOLE		15,676	0	0
HEWLETT PACKARD CO	COM	428236103	144	10,075	SH	DEFINED		10,075	0	0
HOME DEPOT INC	COM	437076102	131	2,125	SH	SOLE		2,125	0	0
HOME DEPOT INC	COM	437076102	333	5,383	SH	DEFINED		5,383	0	0
HONEYWELL INTL INC	COM	438516106	315	4,962	SH	SOLE		4,962	0	0
HONEYWELL INTL INC	COM	438516106	83	1,300	SH	DEFINED		1,300	0	0
INTEL CORP	COM	458140100	285	13,828	SH	SOLE		13,828	0	0
INTEL CORP	COM	458140100	169	8,175	SH	DEFINED		8,175	0	0
INTERNATIONAL BUSINESS MACH	COM	459200101	2,009	10,487	SH	SOLE		10,487	0	0
INTERNATIONAL BUSINESS MACH	COM	459200101	629	3,282	SH	DEFINED		3,282	0	0
ISHARES TR	CORE S&P500 ETF	464287200	233	1,630	SH	SOLE		1,630	0	0
ISHARES TR	CORE S&P500 ETF	464287200	21	150	SH	DEFINED		150	0	0
ISHARES TR	CORE TOTUSBD ETF	464287226	744	6,700	SH	SOLE		6,700	0	0
ISHARES TR	MSCI EAFE INDEX	464287465	241	4,244	SH	SOLE		4,244	0	0
ISHARES TR	MSCI EAFE INDEX	464287465	100	1,760	SH	DEFINED		1,760	0	0
ISHARES TR	CORE S&P MCP ETF	464287507	161	1,581	SH	SOLE		1,581	0	0
ISHARES TR	CORE S&P MCP ETF	464287508	57	560	SH	DEFINED		560	0	0
ISHARES TR	RUSSELL 3000	464287689	277	3,270	SH	DEFINED		3,270	0	0
ISHARES TR	CORE S&P SCP ETF	464287804	136	1,735	SH	SOLE		1,735	0	0
ISHARES TR	CORE S&P SCP ETF	464287804	77	980	SH	DEFINED		980	0	0
ISHARES TR	DJ US INDEX FD	464287846	229	3,200	SH	SOLE		3,200	0	0
JPMORGAN CHASE & CO	COM	46625H100	183	4,157	SH	SOLE		4,157	0	0
JPMORGAN CHASE & CO	COM	46625H100	122	2,770	SH	DEFINED		2,770	0	0
JOHNSON & JOHNSON	COM	478160104	2,823	40,274	SH	SOLE		40,274	0	0
JOHNSON & JOHNSON	COM	478160104	663	9,460	SH	DEFINED		9,460	0	0
JOHNSON CTLS INC	COM	478366107	319	10,400	SH	DEFINED		10,400	0	0
KIMBERLY CLARK CORP	COM	494368103	273	3,239	SH	SOLE		3,239	0	0
KIMBERLY CLARK CORP	COM	494368103	249	2,948	SH	DEFINED		2,548	400	0
KRAFT FOODS GROUP INC	COM	50076Q106	193	4,251	SH	SOLE		4,251	0	0
KRAFT FOODS GROUP INC	COM	50076Q106	30	653	SH	DEFINED		653	0	0
LOCKHEED MARTIN CORP	COM	539830109	210	2,280	SH	SOLE		2,280	0	0
LOCKHEED MARTIN CORP	COM	539830109	61	665	SH	DEFINED		665	0	0
LOWES COS INC	COM	548661107	28	800	SH	SOLE		800	0	0
LOWES COS INC	COM	548661107	281	7,900	SH	DEFINED		7,900	0	0
MANULIFE FINL CORP	COM	56501R106	95	6,958	SH	SOLE		6,958	0	0
MANULIFE FINL CORP	COM	56501R106	226	16,608	SH	DEFINED		16,608	0	0
MCDONALDS CORP	COM	580135101	261	2,954	SH	SOLE		2,954	0	0
MCDONALDS CORP	COM	580135101	128	1,450	SH	DEFINED		1,450	0	0
MEDTRONIC INC	COM	585055106	213	5,194	SH	SOLE		5,194	0	0
MEDTRONIC INC	COM	585055106	269	6,550	SH	DEFINED		6,550	0	0
MERCK & CO INC NEW	COM	58933Y105	437	10,675	SH	SOLE		10,675	0	0

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8			
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MERCK & CO INC NEW	COM	58933Y105	567	13,851	SH	DEFINED		13,851	0	0
MICROSOFT CORP	COM	594918104	276	10,329	SH	SOLE		10,329	0	0
MICROSOFT CORP	COM	594918104	492	18,425	SH	DEFINED		18,425	0	0
MONDELEZ INTL INC	CL A	609207105	325	12,767	SH	SOLE		12,767	0	0
MONDELEZ INTL INC	CL A	609207105	50	1,961	SH	DEFINED		1,961	0	0
MONSANTO CO NEW	COM	61166W101	173	1,824	SH	SOLE		1,824	0	0
MONSANTO CO NEW	COM	61166W101	65	684	SH	DEFINED		684	0	0
NEXTERA ENERGY INC	COM	65339F101	265	3,832	SH	SOLE		3,832	0	0
NEXTERA ENERGY INC	COM	65339F101	124	1,787	SH	DEFINED		1,787	0	0
NORFOLK SOUTHERN CORP	COM	655844108	460	7,439	SH	SOLE		7,439	0	0
NORFOLK SOUTHERN CORP	COM	655844108	464	7,500	SH	DEFINED		7,500	0	0
ORACLE CORP	COM	68389X105	136	4,084	SH	SOLE		4,084	0	0
ORACLE CORP	COM	68389X105	214	6,430	SH	DEFINED		6,430	0	0
PPG INDS INC	COM	693506107	399	2,950	SH	SOLE		2,950	0	0
PEPSICO INC	COM	713448108	561	8,205	SH	SOLE		8,205	0	0
PEPSICO INC	COM	713448108	532	7,773	SH	DEFINED		7,773	0	0
PFIZER INC	COM	717081103	1,159	46,203	SH	SOLE		46,203	0	0
PFIZER INC	COM	717081103	808	32,227	SH	DEFINED		32,227	0	0
PHILIP MORRIS INTL INC	COM	718172109	1,632	19,511	SH	SOLE		19,511	0	0
PHILIP MORRIS INTL INC	COM	718172109	530	6,342	SH	DEFINED		6,342	0	0
PROCTER & GAMBLE CO	COM	742718109	577	8,501	SH	SOLE		8,501	0	0
PROCTER & GAMBLE CO	COM	742718109	359	5,291	SH	DEFINED		5,291	0	0
PROTECTIVE LIFE CORP	COM	743674103	6,645	232,488	SH	SOLE		232,488	0	0
REGIONS FINL CORP NEW	COM	7591EP100	573	80,351	SH	SOLE		80,351	0	0
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	370	5,370	SH	SOLE		5,370	0	0
SPDR S&P 500 ETF TR	TR UNIT	78462F103	633	4,445	SH	SOLE		4,445	0	0
SPDR S&P 500 ETF TR	TR UNIT	78462F103	377	2,650	SH	DEFINED		2,650	0	0
SPDR SERIES TRUST	BRC HGH YLD BD	78464A417	372	9,128	SH	SOLE		9,128	0	0
SPDR SERIES TRUST	BRC HGH YLD BD	78464A417	326	8,000	SH	DEFINED		8,000	0	0
SCHLUMBERGER LTD	COM	806857108	177	2,553	SH	SOLE		2,553	0	0
SCHLUMBERGER LTD	COM	806857108	110	1,590	SH	DEFINED		1,590	0	0
SPACE PROPULSION SYS INC	COM	846192102	0	16,250	SH	SOLE		16,250	0	0
3M CO	COM	88579Y101	503	5,418	SH	SOLE		5,418	0	0
3M CO	COM	88579Y101	321	3,458	SH	DEFINED		3,458	0	0
UNITED TECHNOLOGIES CORP	COM	913017109	177	2,155	SH	SOLE		2,155	0	0
UNITED TECHNOLOGIES CORP	COM	913017109	258	3,152	SH	DEFINED		3,152	0	0
UNITEDHEALTH GROUP INC	COM	91324P102	179	3,307	SH	SOLE		3,307	0	0
UNITEDHEALTH GROUP INC	COM	91324P102	38	700	SH	DEFINED		700	0	0
VANGUARD SCOTTSDALE FDS	INT-TERM CORP	92206C870	219	2,500	SH	DEFINED		2,500	0	0
VERIZON COMMUNICATIONS INC	COM	92343V104	720	16,642	SH	SOLE		16,642	0	0
VERIZON COMMUNICATIONS INC	COM	92343V104	819	18,918	SH	DEFINED		18,918	0	0
WAL-MART STORES INC	COM	931142103	967	14,171	SH	SOLE		14,171	0	0
WAL-MART STORES INC	COM	931142103	525	7,700	SH	DEFINED		7,700	0	0
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	144	5,499	SH	SOLE		5,499	0	0
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	86	3,300	SH	DEFINED		3,300	0	0
WELLS FARGO & CO NEW	COM	949746101	402	11,769	SH	SOLE		11,769	0	0
WELLS FARGO & CO NEW	COM	949746101	247	7,228	SH	DEFINED		7,228	0	0
YUM BRANDS INC	COM	988498101	118	1,779	SH	SOLE		1,779	0	0
YUM BRANDS INC	COM	988498101	146	2,200	SH	DEFINED		2,200	0	0

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