

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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ISSUER

FEDERAL REALTY INVESTMENT TRUST

CIK: **34903** | IRS No.: **520782497** | State of Incorporation: **MD** | Fiscal Year End: **1231**
SIC: **6798** Real estate investment trusts

Mailing Address

1625 EAST JEFFERSON
STREET
ROCKVILLE MD 20852-4041

Business Address

1626 EAST JEFFERSON
STREET
ROCKVILLE MD 20852-4041
3019988100

REPORTING OWNER

WOOD DONALD C

CIK: **1189906**
Type: **4** | Act: **34** | File No.: **001-07533** | Film No.: **13850431**

Mailing Address

1626 EAST JEFFERSON ST
ROCKVILLE MD 208524041

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Trustee, President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
1626 EAST JEFFERSON STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) ROCKVILLE, MD 20852								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		200	D	\$117.82	369,206 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		300	D	\$117.81	368,906 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		500	D	\$117.8	368,406 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		300	D	\$117.79	368,106 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		600	D	\$117.78	367,506 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		1,111	D	\$117.77	366,395 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		989	D	\$117.76	365,406 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		3,100	D	\$117.75	362,306 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		100	D	\$117.74	362,206 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		100	D	\$117.73	362,106 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		100	D	\$117.72	362,006 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		100	D	\$117.67	361,906 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		100	D	\$117.63	361,806 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		100	D	\$117.62	361,706 (2)	D	

Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		100	D	\$117.6	361,606 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		100	D	\$117.56	361,506 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		200	D	\$117.51	361,306 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		300	D	\$117.5	361,006 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		200	D	\$117.49	360,806 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		200	D	\$117.47	360,606 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		400	D	\$117.46	360,206 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		400	D	\$117.38	359,806 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		200	D	\$117.37	359,606 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		300	D	\$117.36	359,306 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		100	D	\$117.34	359,206 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		150	D	\$117.32	359,056 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		150	D	\$117.31	358,906 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		100	D	\$117.3	358,806 (2)	D	
Common shares of beneficial interest	05/14/2013		<u>S</u> (1)		100	D	\$117.29	358,706 (2)	D	

**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 of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- This is one of two Form 4s being filed to report one transaction that occurred on May 14, 2013 and May 15, 2013 because the transaction would not fit on one Form 4.
- Shares owned indirectly by wife: 53,879.

Signatures

Dawn M. Becker, by power of attorney

** Signature of Reporting Person

05/16/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.