

FEDERAL REALTY INVESTMENT TRUST

Form 4

May 16, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
05/15/2008

☐ 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	05/15/2008		S ⁽¹⁾	400 D \$ 83.79	246,905 ⁽²⁾	D	
Common shares of beneficial interest	05/15/2008		S ⁽¹⁾	600 D \$ 83.8	246,305 ⁽²⁾	D	
Common shares of beneficial interest	05/15/2008		S ⁽¹⁾	200 D \$ 83.81	246,105 ⁽²⁾	D	

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Common shares of beneficial interest	05/15/2008	S ⁽¹⁾	300	D	\$ 83.82	245,805 ⁽²⁾	D
Common shares of beneficial interest	05/15/2008	S ⁽¹⁾	200	D	\$ 83.83	245,605 ⁽²⁾	D
Common shares of beneficial interest	05/15/2008	S ⁽¹⁾	100	D	\$ 83.84	245,505 ⁽²⁾	D
Common shares of beneficial interest	05/15/2008	S ⁽¹⁾	100	D	\$ 83.87	245,405 ⁽²⁾	D

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

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(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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOOD DONALD C 1626 EAST JEFFERSON STREET	X Trustee, President and

ROCKVILLE, MD 20852

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 two 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.

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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