

BECKER DAWN M

Form 4

September 08, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BECKER DAWN M

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)
09/07/2017

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
EVP-General Counsel & Sec

ROCKVILLE, MD 20852

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common shares of beneficial interest	09/07/2017		M ⁽¹⁾	24,346 A	\$ 73.03 145,809	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾	814 D	\$ 131.25 144,995	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾	200 D	\$ 131.12 144,795	D	

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Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	300	D	\$ 131.07	144,495	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	1,486	D	\$ 131.06	143,009	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	4	D	\$ 131.05	143,005	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	376	D	\$ 131.04	142,629	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	796	D	\$ 131.03	141,833	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	100	D	\$ 131.02	141,733	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	1,424	D	\$ 131.01	140,309	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	500	D	\$ 131	139,809	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	800	D	\$ 130.97	139,009	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	1,700	D	\$ 130.95	137,309	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	57	D	\$ 130.93	137,252	D
	09/07/2017	<u>S⁽¹⁾</u>	100	D		137,152	D

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Common shares of beneficial interest					\$ 130.92		
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	700	D	\$ 130.91	136,452	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	700	D	\$ 130.9	135,752	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	100	D	\$ 130.89	135,652	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	500	D	\$ 130.88	135,152	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	100	D	\$ 130.86	135,052	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	2,980	D	\$ 130.85	132,072	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	2,120	D	\$ 130.84	129,952	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	878	D	\$ 130.83	129,074	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	800	D	\$ 130.82	128,274	D
Common shares of beneficial interest	09/07/2017	<u>S⁽¹⁾</u>	2,446	D	\$ 130.81	125,828	D
	09/07/2017	<u>S⁽¹⁾</u>	700	D	\$ 130.8	125,128	D

Common
shares of
beneficial
interestCommon
shares of
beneficial
interestCommon
shares of
beneficial
interestCommon
shares of
beneficial
interest

09/07/2017

S⁽¹⁾

343

D

\$
130.79

124,785

D

09/07/2017

S⁽¹⁾

352

D

\$
130.78

124,433

D

09/07/2017

S⁽¹⁾

438

D

\$
130.77

123,995

D

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

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 73.03	09/07/2017		M		24,346		02/10/2011 ⁽²⁾	02/10/2018	Common shares of beneficial interest	24,346

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

EVP-General Counsel & Sec

BECKER DAWN M
1626 EAST JEFFERSON STREET
ROCKVILLE, MD 20852

Signatures

Dawn M.
Becker

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 two Form 4s being filed to report one transaction that occurred on September 7, 2017 because the transaction would not fit on one Form 4.
- (2) 2,157 shares were exercisable on 2/10/2011; 8,875 shares were exercisable on 2/10/2012 and 13,314 shares were exercisable on 2/10/2013.

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