FRANKLIN LAURA M

Form 4

January 04, 2012

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 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

1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person *

FRANKLIN LAURA M

ROCKVILLE, MD 20852

(First)

(Middle)

6110 EXECUTIVE BOULEVARD, **SUITE 800**

(Street)

2. Issuer Name and Ticker or Trading Symbol

WASHINGTON REAL ESTATE INVESTMENT TRUST [WRE]

3. Date of Earliest Transaction

(Month/Day/Year) 12/30/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

E.V.P. Accounting

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(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. 4. Securities Acquir Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/30/2011		Code V A	Amount 10,134 (1)	(D)	Price \$ 0	(Instr. 3 and 4) 86,922.2366	D	
Common Stock	12/30/2011		F	5,519	D	\$ 27.35	81,403.2366	D	
Common Stock	12/30/2011		M	15,700	A	\$ 0	97,103.2366	D	
Common Stock	12/30/2011		A	1,920 (1)	A	\$ 0	99,023.2366	D	
Common Stock	01/03/2012		F	217	D	\$ 27.78	98,806.2366	D	

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

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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)	Code	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		*		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Restricted Stock Unit	\$ 0 (2)	12/30/2011	M		15,700	12/30/2011	12/30/2011	Common Stock	15,70
Restricted Stock Unit	\$ 0 (2)	12/30/2011	A	458 (3)		12/30/2014	12/30/2014	Common Stock	458

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRANKLIN LAURA M 6110 EXECUTIVE BOULEVARD, SUITE 800 ROCKVILLE, MD 20852

E.V.P. Accounting

Signatures

By: Thomas C. Morey For: Laura M. Franklin

01/04/2012

**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) Restricted Share Award that vests ratably over 3 years on 12/31/12, 12/31/13 and 12/31/14.
- (2) one for one
- (3) These are Restricted Share Units granted for 2011 pursuant to the Washington Real Estate Investment Trust 2007 Deferred Compensation for Officers Plan the number of shares awarded is based on the closing price on 12/30/11 of \$27.35

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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