

FEDERAL REALTY INVESTMENT TRUST
 Form 4/A
 February 20, 2013

FORM 4

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

OMB APPROVAL

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

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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

 (Last) (First) (Middle)
1626 EAST JEFFERSON STREET
 (Street)
ROCKVILLE, MD 20852
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FEDERAL REALTY INVESTMENT TRUST [FRT]

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2013

4. If Amendment, Date Original Filed (Month/Day/Year)
02/13/2013

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Trustee, President and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)	
			Code	V	Amount or Price			
Common shares of beneficial interest	02/10/2013		F		6,474 <u>(1)</u>	D	\$ 379,864 <u>(1)</u> 107.76 <u>(2)</u>	D
Common shares of beneficial interest	02/12/2013		F		10,458 <u>(1)</u>	D	\$ 369,406 <u>(1)</u> 108.95 <u>(2)</u>	D

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)	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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOOD DONALD C 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852	X		Trustee, President and CEO	

Signatures

Dawn M. Becker, by power of attorney
Date: 02/20/2013

**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 Form 4 amends the Form 4 previously filed on February 13, 2013. As a result of a calculation error, the number of shares disposed of in settlement of tax obligations on vesting and the number of shares beneficially owned which were reported as of February 10, 2013 and February 12, 2013 were incorrect. The correct numbers are reflected above which represents a net increase of 410 shares in the number of shares disposed of and a net decrease of 410 shares in the number of shares beneficially owned.

(2) Shares owned indirectly by wife: 53,879.

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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