FEDERAL REALTY INVESTMENT TRUST

Form 4 May 16, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WOOD DONALD C Issuer Symbol FEDERAL REALTY (Check all applicable) **INVESTMENT TRUST [FRT]** (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) 1626 EAST JEFFERSON STREET 05/14/2013 Trustee, President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ROCKVILLE, MD 20852 Person

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	ities Acqui	red, Disposed of	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose	d of (D)	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	05/14/2013		Code V $S_{(1)}$	Amount 200	(D)	Price \$ 117.82		D	
Common shares of beneficial interest	05/14/2013		S <u>(1)</u>	300	D	\$ 117.81	368,906 (2)	D	
Common shares of beneficial interest	05/14/2013		S <u>(1)</u>	500	D	\$ 117.8	368,406 (2)	D	

Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	300	D	\$ 117.79	368,106 (2)	D
Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	600	D	\$ 117.78	367,506 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	1,111	D	\$ 117.77	366,395 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	989	D	\$ 117.76	365,406 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	3,100	D	\$ 117.75	362,306 (2)	D
Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	100	D	\$ 117.74	362,206 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	100	D	\$ 117.73	362,106 (2)	D
Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	100	D	\$ 117.72	362,006 (2)	D
Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	100	D	\$ 117.67	361,906 <u>(2)</u>	D
Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	100	D	\$ 117.63	361,806 (2)	D
Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	100	D	\$ 117.62	361,706 (2)	D
	05/14/2013	S(1)	100	D	\$ 117.6	361,606 <u>(2)</u>	D

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

Common shares of beneficial interest					\$ 117.32		
Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	150	D	\$ 117.31	358,906 (2)	D
Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	100	D	\$ 117.3	358,806 (2)	D
Common shares of beneficial interest	05/14/2013	S <u>(1)</u>	100	D	\$ 117.29	358,706 (2)	D

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

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(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ite	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
							Expiration		Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	

Reporting Owners

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

Reporting Owners 4

ROCKVILLE, MD 20852

CEO

Signatures

Dawn M. Becker, by power of attorney

05/16/2013

**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 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.
- (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. 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.

Signatures 5