FEDERAL REALTY INVESTMENT TRUST

Form 4 May 11, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

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

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

FEDERAL REALTY **INVESTMENT TRUST [FRT]**

3. Date of Earliest Transaction

(Month/Day/Year) 05/09/2016

1626 EAST JEFFERSON STREET

(Middle)

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title below)

EVP-General Counsel & Sec

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

ROCKVILLE, MD 20852

						- '	215011		
(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acquii	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. Securities Acquired (A) oner Disposed of (D) (Instr. 3, 4 and 5) (A) or			Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common shares of beneficial interest	05/09/2016		Code V M	Amount 13,314	(D)	Price \$ 73.03	(Instr. 3 and 4) 127,768	D	
Common shares of beneficial interest	05/09/2016		S	200	D	\$ 158.56	127,568	D	
Common shares of beneficial interest	05/09/2016		S	1,600	D	\$ 158.55	125,968	D	

Common shares of beneficial interest	05/09/2016	S	100	D	\$ 158.53	125,868	D
Common shares of beneficial interest	05/09/2016	S	800	D	\$ 158.51	125,068	D
Common shares of beneficial interest	05/09/2016	S	800	D	\$ 158.49	124,268	D
Common shares of beneficial interest	05/09/2016	S	3,701	D	\$ 158.48	120,567	D
Common shares of beneficial interest	05/09/2016	S	943	D	\$ 158.47	119,624	D
Common shares of beneficial interest	05/09/2016	S	115	D	\$ 158.46	119,509	D
Common shares of beneficial interest	05/09/2016	S	801	D	\$ 158.45	118,708	D
Common shares of beneficial interest	05/09/2016	S	100	D	\$ 158.44	118,608	D
Common shares of beneficial interest	05/09/2016	S	700	D	\$ 158.43	117,908	D
Common shares of beneficial interest	05/09/2016	S	1,600	D	\$ 158.42	116,308	D
Common shares of beneficial interest	05/09/2016	S	600	D	\$ 158.41	115,708	D
	05/09/2016	S	200	D	\$ 158.4	115,508	D

Common shares of beneficial interest							
Common shares of beneficial interest	05/09/2016	S	700	D	\$ 158.39	114,808	D
Common shares of beneficial interest	05/09/2016	S	100	D	\$ 158.24	114,708	D
Common shares of beneficial interest	05/09/2016	S	254	D	\$ 158.23	114,454	D

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

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(9-02)

interest

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 tionDerivative 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 Securition (Instr. 3 and 4)	
				Code V	(A) (D	D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Employee stock option	\$ 73.03	05/09/2016		M	13,3	314	02/10/2011(1)	02/10/2018	Common shares of beneficial interest	13,3

Reporting Owners

Relationships Reporting Owner Name / Address Other Director 10% Owner Officer

EVP-General Counsel & Sec

Reporting Owners 3

BECKER DAWN M 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852

Signatures

Dawn M. 05/11/2016

**Signature of Date
Reporting Person

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) 8,876 shares were exercisable on 2/10/2011 and 4,438 shares were exercisable on 2/10/2012.
- (2) Ms. Becker currently holds a total of 26,627 options.

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 4