

GAMBLE KRISTIN  
 Form 4  
 March 05, 2013

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GAMBLE KRISTIN**

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)

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

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

1626 EAST JEFFERSON STREET

03/04/2013

(Street)

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

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

ROCKVILLE, MD 20852-4041

(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 (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|-------|--------|---|--|-----------------------------------|
|                                      |                                      |  |                                | Code  | V     | Amount |   |  |                                   |
| Common shares of beneficial interest | 03/04/2013                           |  | M                              |   | 2,500 | A      | \$ 31.31  | 9,546  | D                                 |
| Common shares of beneficial interest | 03/04/2013                           |  | S                              |   | 100   | D      | \$ 105.96   | 9,446  | D                                 |
| Common shares of beneficial interest | 03/04/2013                           |  | S                              |   | 100   | D      | \$ 105.95   | 9,346  | D                                 |

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|                                      |            |   |     |   |           |       |   |
|--------------------------------------|------------|---|-----|---|-----------|-------|---|
| Common shares of beneficial interest | 03/04/2013 | S | 100 | D | \$ 105.94 | 9,246 | D |
| Common shares of beneficial interest | 03/04/2013 | S | 300 | D | \$ 105.93 | 8,946 | D |
| Common shares of beneficial interest | 03/04/2013 | S | 200 | D | \$ 105.92 | 8,746 | D |
| Common shares of beneficial interest | 03/04/2013 | S | 200 | D | \$ 105.89 | 8,546 | D |
| Common shares of beneficial interest | 03/04/2013 | S | 15  | D | \$ 105.87 | 8,531 | D |
| Common shares of beneficial interest | 03/04/2013 | S | 500 | D | \$ 105.84 | 8,031 | D |
| Common shares of beneficial interest | 03/04/2013 | S | 100 | D | \$ 105.83 | 7,931 | D |
| Common shares of beneficial interest | 03/04/2013 | S | 100 | D | \$ 105.82 | 7,831 | D |
| Common shares of beneficial interest | 03/04/2013 | S | 100 | D | \$ 105.81 | 7,731 | D |
| Common shares of beneficial interest | 03/04/2013 | S | 100 | D | \$ 105.8  | 7,631 | D |
| Common shares of beneficial interest | 03/04/2013 | S | 200 | D | \$ 105.75 | 7,431 | D |
|                                      | 03/04/2013 | S | 185 | D |           | 7,246 | D |

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Common shares of beneficial interest \$ 105.72

Common shares of beneficial interest 03/04/2013 S 200 D \$ 105.71 7,046 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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Trustee stock option                       | \$ 31.31   | 03/04/2013                           |  | M                              | 2,500   | 11/07/2003 05/07/2013                                    | Common shares of beneficial interest                          | 2,500                         |

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GAMBLE KRISTIN<br>1626 EAST JEFFERSON STREET<br>ROCKVILLE, MD 20852-4041 | X             |           |         |       |

**Signatures**

Dawn M. Becker, by power of attorney 03/05/2013

\*\*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).

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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