

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

**FORM 4**

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

OMB APPROVAL

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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 Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                      |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common shares of beneficial interest | 02/10/2013                           |  | F                              |   | 6,474<br><u>(1)</u>   | D  | \$ 379,864 <u>(1)</u><br>107.76 <u>(2)</u>            |
| Common shares of beneficial interest | 02/12/2013                           |  | F                              |   | 10,458<br><u>(1)</u>  | D  | \$ 369,406 <u>(1)</u><br>108.95 <u>(2)</u>            |

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

**Persons who respond to the collection of information contained in this form are not**

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**required to respond unless the form displays a currently valid OMB control number.**

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| WOOD DONALD C<br>1626 EAST JEFFERSON STREET<br>ROCKVILLE, MD 20852 | X             |           | Trustee,<br>President and<br>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. 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.