FEDERAL REALTY INVESTMENT TRUST

Form 4 June 05, 2009

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WOOD DONALD C		2. Issuer Name and Ticker or Trading Symbol FEDERAL REALTY INVESTMENT TRUST [FRT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	First) (Middle) EERSON STREET	3. Date of Earliest Transaction (Month/Day/Year) 06/04/2009	X Director 10% OwnerX Officer (give title Other (specify below)			
(S	treet)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ROCKVILLE, M	D 20852		Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactic Code (Instr. 8)	or(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(11341-1)			
Common shares of beneficial interest	06/04/2009		S <u>(1)</u>	600	D	\$ 55.31	292,473 (2)	D			
Common shares of beneficial interest	06/04/2009		S <u>(1)</u>	200	D	\$ 55.32	292,273 (2)	D			
Common shares of beneficial interest	06/04/2009		S <u>(1)</u>	1,200	D	\$ 55.33	291,073 (2)	D			

Common shares of beneficial interest	06/04/2009	S(1)	500	D	\$ 55.34	290,573 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	300	D	\$ 55.35	290,273 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	98	D	\$ 55.36	290,175 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	200	D	\$ 55.37	289,975 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	200	D	\$ 55.38	289,775 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	1,000	D	\$ 55.39	288,775 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	700	D	\$ 55.4	288,075 (2)	D
Common shares of beneficial interest	06/04/2009	S(1)	1,402	D	\$ 55.41	286,673 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	1,700	D	\$ 55.42	284,973 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	2,600	D	\$ 55.43	282,373 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	1,200	D	\$ 55.44	281,173 (2)	D
	06/04/2009	S(1)	600	D		280,573 (2)	D

Common shares of beneficial interest					\$ 55.45		
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	900	D	\$ 55.46	279,673 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	400	D	\$ 55.47	279,273 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	194	D	\$ 55.48	279,079 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	1,000	D	\$ 55.49	278,079 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	100	D	\$ 55.5	277,979 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	800	D	\$ 55.51	277,179 (2)	D
Common shares of beneficial interest	06/04/2009	S(1)	706	D	\$ 55.52	276,473 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	500	D	\$ 55.53	275,973 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	400	D	\$ 55.54	275,573 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	100	D	\$ 55.55	275,473 (2)	D
	06/04/2009	S(1)	400	D		275,073 (2)	D

Common shares of beneficial interest					\$ 55.56		
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	400	D	\$ 55.57	274,673 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	200	D	\$ 55.58	274,473 (2)	D
Common shares of beneficial interest	06/04/2009	S <u>(1)</u>	200	D	\$ 55.59	274,273 (2)	D
Common shares of beneficial interest	06/04/2009	S(1)	200	D	\$ 55.61	274,073 (2)	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercis	sable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Dat	te	Amou	nt of	Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ear)	Under Securi (Instr.		Security (Instr. 5)
				Code V	(A) (D)		Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

(9-02)

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 06/05/2009

**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).
- This is two of three Form 4s being filed to report one transaction that occurred on June 4, 2009 because the transaction would not fit on one Form 4.
- (2) Shares owned indirectly by wife: 9,437.

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.

Reporting Owners 5