## Edgar Filing: FEDERAL REALTY INVESTMENT TRUST - Form 4

Form 4	REALTY INVES	STMENT	TRUST										
May 13, 201										OMB AF	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT OF CHANGES IN BENEFICIA SECURITIES Filed pursuant to Section 16(a) of the Securities I Section 17(a) of the Public Utility Holding Compar 30(h) of the Investment Company A						<b>CIA</b> ies E	CIAL OWNERSHIP OF es Exchange Act of 1934, pany Act of 1935 or Section						
(Print or Type I	Responses)												
WOOD DONALD C Symbol FEDERA				Name <b>and</b> Ticker or Trading					<ol> <li>Relationship of Reporting Person(s) to Issuer</li> <li>(Check all applicable)</li> </ol>				
(Last) 1626 EAST	(Last) (First) (Middle) 3. Date of Earliest Tr (Month/Day/Year) 6 EAST JEFFERSON STREET 05/12/2010				t Tra	_	ΓΚΙ		below)	XOfficer (give titleOther (specify			
				ndment, Date Original th/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
(City)	(State)	(Zip)					~		Person				
1.Title of Security (Instr. 3)	2. Transaction Da	ransaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)			I - Non-Derivative Securities Acquired         3.       4. Securities Acquired         Transaction(A) or Disposed of (D)         Code       (Instr. 3, 4 and 5)         (Instr. 8)         (A)         or				Jired, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
Common shares of beneficial	05/12/2010			Code S <u>(1)</u>	V	Amount 1,756	(D) D	Price \$ 78.78	(Instr. 3 and 4) 313,985 (2)	D			
interest Common shares of beneficial interest	05/12/2010			S <u>(1)</u>		700	D	\$ 78.79	313,285 <u>(2)</u>	D			
Common shares of beneficial interest	05/12/2010			S <u>(1)</u>		1,544	D	\$ 78.8	311,741 <u>(2)</u>	D			

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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 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. Commission	3. Transaction Date		4. Transati	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu Daria
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactio Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WOOD DONALD C 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852	Х		Trustee, President an CEO	ıd				
Signatures								
Dawn M. Becker, by power of	05/12/	2010						

attorney 05/13/2010

\*\*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 two of two Form 4s being filed to report one transaction that occurred on May 12, 2010 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.