

FEDERAL REALTY INVESTMENT TRUST
 Form 4
 May 16, 2008

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 *
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)

(Last) (First) (Middle)
1626 EAST JEFFERSON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Trustee, President and CEO

ROCKVILLE, MD 20852

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

(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)	(A) or (D)	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)
Common shares of beneficial interest	05/15/2008		M ⁽¹⁾	34,700	A	\$ 21.0625 280,105 ⁽²⁾	D	
Common shares of beneficial interest	05/15/2008		S ⁽¹⁾	6,297	D	\$ 83.5 273,808 ⁽²⁾	D	
Common shares of beneficial interest	05/15/2008		S ⁽¹⁾	2,937	D	\$ 83.51 270,871 ⁽²⁾	D	

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Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	2,003	D	\$ 83.52	268,868 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	3,600	D	\$ 83.53	265,268 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	900	D	\$ 83.54	264,368 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	1,063	D	\$ 83.55	263,305 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	1,300	D	\$ 83.56	262,005 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	1,000	D	\$ 83.57	261,005 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	700	D	\$ 83.58	260,305 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	700	D	\$ 83.59	259,605 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	300	D	\$ 83.6	259,305 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	600	D	\$ 83.61	258,705 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	300	D	\$ 83.62	258,405 <u>(2)</u>	D
	05/15/2008	<u>S⁽¹⁾</u>	300	D	\$ 83.63	258,105 <u>(2)</u>	D

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Common shares of beneficial interest							
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	300	D	\$ 83.64	257,805 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	2,200	D	\$ 83.65	255,605 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	1,400	D	\$ 83.66	254,205 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	800	D	\$ 83.67	253,405 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	100	D	\$ 83.68	253,305 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	700	D	\$ 83.69	252,605 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	1,000	D	\$ 83.7	251,605 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	600	D	\$ 83.71	251,005 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	1,400	D	\$ 83.72	249,605 <u>(2)</u>	D
Common shares of beneficial interest	05/15/2008	<u>S⁽¹⁾</u>	800	D	\$ 83.73	248,805 <u>(2)</u>	D
	05/15/2008	<u>S⁽¹⁾</u>	600	D	\$ 83.74	248,205 <u>(2)</u>	D

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Common shares of beneficial interest								
Common shares of beneficial interest	05/15/2008		S ⁽¹⁾	200	D	\$ 83.75	248,005 ⁽²⁾	D
Common shares of beneficial interest	05/15/2008		S ⁽¹⁾	200	D	\$ 83.76	247,805 ⁽²⁾	D
Common shares of beneficial interest	05/15/2008		S ⁽¹⁾	300	D	\$ 83.77	247,505 ⁽²⁾	D
Common shares of beneficial interest	05/15/2008		S ⁽¹⁾	200	D	\$ 83.78	247,305 ⁽²⁾	D

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

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(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 21.0625	05/15/2008		M ⁽¹⁾	34,700	02/22/2001 ⁽³⁾	02/22/2009	Common shares of beneficial interest	34,700

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 05/16/2008

 **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 one of two Form 4s being filed to report one transaction that occurred on May 15, 2008 because the transaction would not fit on one Form 4.
 - (2) Shares owned indirectly by wife: 9,437.
 - (3) 1,367 vested on 2/22/01 and 33,333 vested on 2/22/02.
 - (4) Mr. Wood currently holds a total of 323,158 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.