FEDERAL REALTY INVESTMENT TRUST
Form 4
May 11, 2016

# FORM 4

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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
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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

(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)
05/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | (A) or (D) | Price | | | |
| Common shares of beneficial interest | 05/09/2016 | | M | | 18,701 | A | $ 92.3 | 337,102 (1) | D | |
| Common shares of beneficial interest | 05/09/2016 | | S | | 200 | D | $ 158.35 | 336,902 (1) | D | |
| Common shares of beneficial interest | 05/09/2016 | | S | | 6,000 | D | $ 158.33 | 330,902 (1) | D | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Common shares of beneficial interest | 05/09/2016 | S | 1,300 | D | $ 158.32 | 329,602 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | S | 200 | D | $ 158.29 | 329,402 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | S | 200 | D | $ 158.26 | 329,202 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | S | 400 | D | $ 158.24 | 328,802 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | S | 500 | D | $ 158.21 | 328,302 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | S | 1,200 | D | $ 158.19 | 327,102 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | S | 300 | D | $ 158.12 | 326,802 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | S | 251 | D | $ 158.09 | 326,551 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | S | 10 | D | $ 158.08 | 326,541 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | S | 107 | D | $ 158.07 | 326,434 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | S | 307 | D | $ 158.06 | 326,127 (1) | D |
| | 05/09/2016 | S | 615 | D | | 325,512 (1) | D |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common shares of beneficial interest | | | | | | $ 158.05 | | |
| Common shares of beneficial interest | 05/09/2016 | | S | 422 | D | $ 158.04 | 325,090 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | | S | 1,107 | D | $ 158.03 | 323,983 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | | S | 905 | D | $ 158.02 | 323,078 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | | S | 1,977 | D | $ 158.01 | 321,101 (1) | D |
| Common shares of beneficial interest | 05/09/2016 | | S | 2,700 | D | $ 158 | 318,401 (1) | D |

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

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**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 Underlying Securiti (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sh |
| Employee stock option | $ 92.3 | 05/09/2016 | | M | | | 18,701 | 02/12/2008(2) | 02/12/2017 | Common shares of beneficial | 18,7 |

interest

# 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, President and CEO | |

# Signatures

| | |
|---|---|
| Dawn M. Becker, by power of attorney | 05/11/2016 |
| **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)** Shares owned indirectly by wife: 53,879.

**(2)** 3,740 shares were exercisable on each of February 12, 2008, 2009, 2010, 2011 and 2012.

**(3)** Mr. Wood currently owns a total of 229,295 options.

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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