

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  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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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 \*  
**BECKER DAWN M**

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)  
**05/09/2016**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP-General Counsel & Sec**

**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 or Price	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect or Direct (Instr. 4)
Common shares of beneficial interest	05/09/2016		M	13,314	A	\$ 73.03	127,768	D
Common shares of beneficial interest	05/09/2016		S	200	D	\$ 158.56	127,568	D
Common shares of beneficial interest	05/09/2016		S	1,600	D	\$ 158.55	125,968	D

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Common shares of beneficial interest	05/09/2016	S	100	D	\$ 158.53	125,868	D
Common shares of beneficial interest	05/09/2016	S	800	D	\$ 158.51	125,068	D
Common shares of beneficial interest	05/09/2016	S	800	D	\$ 158.49	124,268	D
Common shares of beneficial interest	05/09/2016	S	3,701	D	\$ 158.48	120,567	D
Common shares of beneficial interest	05/09/2016	S	943	D	\$ 158.47	119,624	D
Common shares of beneficial interest	05/09/2016	S	115	D	\$ 158.46	119,509	D
Common shares of beneficial interest	05/09/2016	S	801	D	\$ 158.45	118,708	D
Common shares of beneficial interest	05/09/2016	S	100	D	\$ 158.44	118,608	D
Common shares of beneficial interest	05/09/2016	S	700	D	\$ 158.43	117,908	D
Common shares of beneficial interest	05/09/2016	S	1,600	D	\$ 158.42	116,308	D
Common shares of beneficial interest	05/09/2016	S	600	D	\$ 158.41	115,708	D
	05/09/2016	S	200	D	\$ 158.4	115,508	D

Common shares of beneficial interest

Common shares of beneficial interest

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Common shares of beneficial interest

05/09/2016	S	700	D	\$ 158.39	114,808	D
05/09/2016	S	100	D	\$ 158.24	114,708	D
05/09/2016	S	254	D	\$ 158.23	114,454	D

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.**

SEC 1474  
(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)
Employee stock option	\$ 73.03	05/09/2016		M	13,314	02/10/2011 <sup>(1)</sup> 02/10/2018	Common shares of beneficial interest

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
EVP-General Counsel & Sec

