

WASHINGTON REAL ESTATE INVESTMENT TRUST
Form 8-K
January 18, 2007

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) January 17, 2007

WASHINGTON REAL ESTATE INVESTMENT TRUST

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction

of incorporation)

1-6622
(Commission File Number)

53-0261100
(IRS Employer

Identification Number)

6110 Executive Boulevard, Suite 800, Rockville,

Maryland
(Address of principal executive offices)

Registrant's telephone number, including area code (301) 984-9400

20852
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry Into A Material Definitive Agreement.

The response set forth below under Item 8.01 is incorporated by reference herein.

Item 8.01 Other Events.

On January 17, 2007, Washington Real Estate Investment Trust (WRIT) entered into an Underwriting Agreement (the Underwriting Agreement) with Credit Suisse Securities (USA) LLC, A.G. Edwards & Sons, Inc., Robert W. Baird & Co., Incorporated and Raymond James & Associates, Inc. (the Underwriters) in connection with the offer and sale of \$135,000,000 aggregate principal amount of WRIT s 3.875% convertible senior notes due September 15, 2026 (the Notes). Pursuant to the Underwriting Agreement, the Underwriters may purchase up to an additional \$15,000,000 aggregate principal amount of the Notes within 30 days to cover over-allotments, if any.

WRIT and the Underwriter intend to consummate the sale and purchase of the Notes pursuant to the Underwriting Agreement on January 22, 2007.

The Notes are described in WRIT s prospectus supplement dated January 17, 2007 (the Prospectus Supplement) and supplements WRIT s prospectus filed with the Securities and Exchange Commission (the SEC) pursuant to a Registration Statement on Form S-3 (File No. 333-136921), filed with the SEC on August 28, 2006, and declared effective automatically as of the same date (the Registration Statement). The Prospectus Supplement was filed with the SEC on January 17, 2007 for the Notes, pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended.

In connection with the offering of the Notes, WRIT is filing certain exhibits as part of this Form 8-K that are incorporated by reference in their entirety in the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

The following exhibits are filed with this report on Form 8-K:

Exhibit No.	Description
1.1	Underwriting Agreement, dated January 17, 2007, by and among WRIT and the Underwriters, in connection with the offer and sale of 135,000,000 aggregate principal amount of the Notes.
5.1	Opinion of Arent Fox LLP in connection with the Notes.
23.1	Consent of Arent Fox LLP (included in Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WASHINGTON REAL ESTATE INVESTMENT TRUST
(Registrant)

By: /s/ Sara Grootwassink
(Signature)

Sara Grootwassink
Chief Financial Officer

January 17, 2007

Exhibit Index

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