

Edgar Filing: FEDERAL REALTY INVESTMENT TRUST - Form SC 13G

FEDERAL REALTY INVESTMENT TRUST  
Form SC 13G  
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

Federal Realty Investment Trust

-----  
(Name of Issuer)

Common Shares of Beneficial Interest, \$.01 par value per share

-----  
(Title of Class of Securities)

313747206

-----  
(CUSIP Number)

December 31, 2001

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

<input checked="" type="checkbox"/>	Rule 13d-1(b)
<input type="checkbox"/>	Rule 13d-1(c)
<input type="checkbox"/>	Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which  
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities  
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of  
that section of the Act but shall be subject to all other provisions of the  
Act (however, see the Notes).

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Security Capital Group Incorporated

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

---

NUMBER OF 5. SOLE VOTING POWER

SHARES -0-

---

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 2,372,405 Common Shares of Beneficial Interest

---

EACH 7. SOLE DISPOSITIVE POWER

REPORTING -0-

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PERSON 8. SHARED DISPOSITIVE POWER

WITH 2,372,405 Common Shares of Beneficial Interest

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,372,405 Common Shares of Beneficial Interest

---

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

---

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.92% of the Common Shares of Beneficial Interest

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12. TYPE OF REPORTING PERSON\*

HC

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Security Capital Research & Management Incorporated

---

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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NUMBER OF 5. SOLE VOTING POWER  
SHARES -0- Shares

---

BENEFICIALLY 6. SHARED VOTING POWER  
OWNED BY 2,372,405 Common Shares of Beneficial Interest

---

EACH 7. SOLE DISPOSITIVE POWER  
REPORTING -0- Shares

---

PERSON 8. SHARED DISPOSITIVE POWER  
WITH 2,372,405 Common Shares of Beneficial Interest

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,372,405 Common Shares of Beneficial Interest

---

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

---

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.92% of the Common Shares of Beneficial Interest

---

12. TYPE OF REPORTING PERSON\*

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IA

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a). Name of Issuer:

Federal Realty Investment Trust

(b). Address of Issuer's Principal Executive Offices:

1626 East Jefferson Street, Rockville, Maryland 20852-4041

Item 2(a). Name of Person Filing:

Security Capital Group Incorporated, a corporation organized and existing under the laws of Maryland ("SCGI").

(b). Address of Principal Business Office or, if None, Residence:

125 Lincoln Avenue, Santa Fe, New Mexico 87501

(c). Citizenship:

Maryland

(d). Title of Class of Securities:

Common Shares of Beneficial Interest, \$.01 par value per share

(e). CUSIP Number:

313747206

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

(a). Amount Beneficially Owned:

SCGI beneficially owns 2,372,405 Common Shares of Beneficial Interest by virtue of its position as the parent of Security Capital Research & Management Incorporated.

(b). Percent of Class:

5.92% of the Common Shares of Beneficial Interest determined in accordance with the provisions of Rule 13d-1 promulgated under the Act.

(c). Number of shares as to which such person has:

(i). Sole power to vote or to direct the vote:

None.

(ii). Shared power to vote or to direct the vote:

SCGI has shared power to vote or direct the vote of 2,372,405 Common Shares of Beneficial Interest.

(iii). Sole power to dispose or to direct the disposition of:

None.

(iv). Shared power to dispose or to direct the disposition of:

SCGI has shared power to dispose or to direct the disposition of 2,372,405 Common Shares of Beneficial Interest.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Shares of Beneficial Interest. No one person's interest in the Common Shares of Beneficial Interest is more than five percent of the total outstanding Common Shares of Beneficial Interest.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

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Item 8. Identification and Classification of Members of the Group.

Not applicable.

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Item 9. Notice of Dissolution of a Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2002

SECURITY CAPITAL GROUP INCORPORATED

By:/s/ David T. Novick

-----  
Name: David T. Novick  
Title: Senior Vice President

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EXHIBIT A

Pursuant to the instructions in Item 7 of this Schedule 13G, the identity and the Item 3 classification of the relevant subsidiary are: Security Capital Research & Management Incorporated, 11 S. LaSalle Street, 2nd Floor, Chicago, Illinois 60603, an indirect wholly-owned subsidiary of Security Capital Group Incorporated and a registered investment adviser under Section 203 of the Investment Advisers Act of 1940.

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