#### Edgar Filing: WASHINGTON REAL ESTATE INVESTMENT TRUST - Form 4

#### WASHINGTON REAL ESTATE INVESTMENT TRUST

Form 4

January 04, 2011

## FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

MCKENZIE GEORGE F

2. Issuer Name and Ticker or Trading

Symbol

WASHINGTON REAL ESTATE

INVESTMENT TRUST [WRE]

3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2010

6110 EXECUTIVE BOULEVARD. **SUITE 800** 

(First)

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

(State)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

below) President, CEO & Trustee

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ROCKVILLE, MD 20852

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Transaction(s)

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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

Transactionof

5. Number 6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	) S // ( I c (	Securit Acquir (A) or Dispos of (D)	sposed (D) str. 3, 4,		ear)	(Instr. 3 and	4)
				Code V	J	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 (1)	12/31/2010		A	9	960 (2)		12/31/2013	12/31/2013	Common Stock	960

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
MCKENZIE GEORGE F			President,				
6110 EXECUTIVE BOULEVARD, SUITE 800	X		CEO &				
ROCKVILLE, MD 20852			Trustee				

# **Signatures**

By: Thomas C. Morey For: George F.

McKenzie

01/04/2011

\*\*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) one for one
- (2) These are Restricted Share Units granted for 2010 pursuant to the Washington Real Estate Investment Trust 2007 Deferred Compensation for Officers Plan the number of shares awarded is based on the closing price on 12/31/10 of \$30.99

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.

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