NASON CHARLES T

Form 4

December 05, 2011

FORM 4

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

OMB Number:

3235-0287 January 31,

2005

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires:

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OMB APPROVAL

response...

Form 4 or Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person **
NASON CHARLES T

2. Issuer Name **and** Ticker or Trading

Issuer

below)

Symbol

WASE

5. Relationship of Reporting Person(s) to

WASHINGTON REAL ESTATE INVESTMENT TRUST [WRE]

(Check all applicable)

(Last)

(First) (Middle)

3. Date of Earliest Transaction

_X__ Director ______ 10% Owner _____ Officer (give title _____ Other (specify

(Month/Day/Year) 12/01/2011

6110 EXECUTIVE BLVD., SUITE

(Street)

800

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

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

ROCKVILLE, MD 20852

(City) (State) (Zip) Tab

1.Title of 2. Transaction Date 2A. Deemed
Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Securities Code (D) Beneficially (Instr. 8) (Instr. 3, 4 and 5) Owned

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

(A) or Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

,

Common Stock

(Instr. 3)

12/01/2011

 $A_{\underline{(1)}}$ 2,052 A $\begin{array}{c} \$ \\ 26.8 \end{array}$

31,092.0478 D

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

(Month/Day/Year)

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	es	(Instr. 5)	Bene
	Derivative Securities					(Instr. 3	and 4)		Own		
	Security				Acquired					Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date Exercisable	Expiration Date		umber		
								of			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NASON CHARLES T 6110 EXECUTIVE BLVD. SUITE 800 ROCKVILLE, MD 20852	X						

Signatures

By: Thomas C. Morey For: Charles T. 12/05/2011 Nason **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).
- These are Restricted Share Units granted pursuant to the Washington Real Estate Investment Trust Deferred Compensation plan for Directors - the number of shares awarded is based on the closing price on 12/01/2011 of \$26.80. The shares settle only in stock.

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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