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FRANKLIN LAURA M

Form 5

February 13, 2012

OMB APPROVAL FORM 5 **OMB**

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

Check this box if no longer subject to Section 16. Form 4 or Form

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

30(h) of the Investment Company Act of 1940

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

Transactions Reported

5 obligations

may continue.

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer FRANKLIN LAURA M Symbol WASHINGTON REAL ESTATE (Check all applicable) INVESTMENT TRUST [WRE] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2011 E.V.P. Accounting 6110 EXECUTIVE BOULEVARD,

SUITE 800

(Street) 4. If Amendment, Date Original

(Zin)

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

3235-0362

January 31,

2005

1.0

Number:

Expires:

response...

Estimated average

burden hours per

ROCKVILLE, Â MDÂ 20852

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

| (City) | (State) | 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 Amount (D) Price | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common Stock | 03/31/2011 | Â | A | 1.3429 (1) | A | \$0 | 77,598.5795 | D | Â | |
| Common Stock | 03/31/2011 | Â | A | 1.3998 (1) | A | \$0 | 77,599.9793 | D | Â | |
| Common Stock | 03/31/2011 | Â | A | 5.6156 (1) | A | \$0 | 77,605.5949 | D | Â | |
| Common Stock | 03/31/2011 | Â | A | 5.3384 (1) | A | \$0 | 77,610.9333 | D | Â | |

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| Common Stock | 03/31/2011 | Â | A | 1.1299 (1) | A | \$ 0 | 77,612.0632 | D | Â |
|-----------------|------------|---|---|-----------------|---|------|--------------------|---|---|
| Common Stock | 03/31/2011 | Â | A | 4.5063 (1) | A | \$0 | 77,616.5695 | D | Â |
| Common Stock | 06/30/2011 | Â | A | 1.302 (1) | A | \$ 0 | 77,617.8715 | D | Â |
| Common Stock | 06/30/2011 | Â | A | 1.3573 (1) | A | \$0 | 77,619.2288 | D | Â |
| Common Stock | 06/30/2011 | Â | A | 5.4443 (1) | A | \$ 0 | 77,624.6731 | D | Â |
| Common Stock | 06/30/2011 | Â | A | 5.1753 (1) | A | \$ 0 | 77,629.8484 | D | Â |
| Common Stock | 06/30/2011 | Â | A | 1.0956 (1) | A | \$ 0 | 77,630.944 | D | Â |
| Common Stock | 06/30/2011 | Â | A | 4.3687 (1) | A | \$ 0 | 77,635.3127 | D | Â |
| Common Stock | 09/30/2011 | Â | A | 1.5224 (1) | A | \$ 0 | 77,636.8351 | D | Â |
| Common Stock | 09/30/2011 | Â | A | 1.5873 | A | \$ 0 | 77,638.4224 (1) | D | Â |
| Common Stock | 09/30/2011 | Â | A | 6.3666 (1) | A | \$ 0 | 77,644.789 | D | Â |
| Common Stock | 09/30/2011 | Â | A | 6.0522 (1) | A | \$ 0 | 77,650.8412 | D | Â |
| Common Stock | 09/30/2011 | Â | A | 1.2811 (1) | A | \$ 0 | 77,652.1223 | D | Â |
| Common Stock | 09/30/2011 | Â | A | 5.1089 (1) | A | \$ 0 | 77,657.2312 | D | Â |
| Common Stock | 12/30/2011 | Â | A | 1.5927 (1) | A | \$ 0 | 76,849.8239 | D | Â |
| Common Stock | 12/30/2011 | Â | A | 1.6603 (1) | A | \$ 0 | 76,851.4842 | D | Â |
| Common Stock | 12/30/2011 | Â | A | 6.66 <u>(1)</u> | A | \$ 0 | 76,858.1442 | D | Â |
| Common Stock | 12/30/2011 | Â | A | 6.3309 (1) | A | \$ 0 | 76,864.4751 | D | Â |
| Common Stock | 12/30/2011 | Â | A | 1.34 (1) | A | \$ 0 | 76,865.8151 | D | Â |
| Common Stock | 12/30/2011 | Â | A | 5.3444 (1) | A | \$ 0 | 76,871.1595 | D | Â |

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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 2270 (9-02)

of D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------|-------------|------------|----------|-------------|--|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | Number | Expiration D | ate | Amou | nt of | Derivative | |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | • | | Securi | ties | (Instr. 5) | |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | |
| | Security | | | | Acquired | | | | | | |
| | • | | | | (A) or | | | | | | |
| | | | | | Disposed | | | | | | |
| | | | | | of (D) | | | | | | |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | | • | Title Numb | Number | | |
| | | | | | | Lacicisable | Dute | | of | | |
| | | | | | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|----------------------|-------|--|--|--|--|
| . 0 | Director | 10% Owner | Officer | Other | | | | |
| FRANKLIN LAURA M 6110 EXECUTIVE BOULEVARD, SUITE 800 ROCKVILLE, MD 20852 | Â | Â | E.V.P. Accounting | Â | | | | |

Signatures

By: Thomas C. Morey For: Laura M. 02/13/2012

**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) Units credited as dividends based on closing price

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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