

FEDERAL REALTY INVESTMENT TRUST

Form 4

May 11, 2005

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
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOOD DONALD C

2. Issuer Name **and** Ticker or Trading
Symbol
**FEDERAL REALTY
INVESTMENT TRUST [FRT]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1626 EAST JEFFERSON STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Trustee, President & CEO

ROCKVILLE, MD 20852

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common shares of beneficial interest	05/10/2005		M ⁽²⁾	35,000 A	\$ 25.25 266,889	D ⁽¹⁾	
Common shares of beneficial interest	05/10/2005		S ⁽²⁾	300 D	\$ 55.59 266,589	D ⁽¹⁾	
Common shares of beneficial interest	05/10/2005		S ⁽²⁾	700 D	\$ 55.58 265,889	D ⁽¹⁾	

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Common shares of beneficial interest	05/10/2005	<u>S</u> (2)	500	D	\$ 55.57	265,389	D <u>(1)</u>
Common shares of beneficial interest	05/10/2005	<u>S</u> (2)	900	D	\$ 55.55	264,489	D <u>(1)</u>
Common shares of beneficial interest	05/10/2005	<u>S</u> (2)	900	D	\$ 55.54	263,589	D <u>(1)</u>
Common shares of beneficial interest	05/10/2005	<u>S</u> (2)	100	D	\$ 55.53	263,489	D <u>(1)</u>
Common shares of beneficial interest	05/10/2005	<u>S</u> (2)	400	D	\$ 55.52	263,089	D <u>(1)</u>
Common shares of beneficial interest	05/10/2005	<u>S</u> (2)	900	D	\$ 55.51	262,189	D <u>(1)</u>
Common shares of beneficial interest	05/10/2005	<u>S</u> (2)	800	D	\$ 55.5	261,389	D <u>(1)</u>
Common shares of beneficial interest	05/10/2005	<u>S</u> (2)	3,400	D	\$ 55.49	257,989	D <u>(1)</u>
Common shares of beneficial interest	05/10/2005	<u>S</u> (2)	4,200	D	\$ 55.48	253,789	D <u>(1)</u>
Common shares of beneficial interest	05/10/2005	<u>S</u> (2)	1,200	D	\$ 55.47	252,589	D <u>(1)</u>
Common shares of beneficial interest	05/10/2005	<u>S</u> (2)	1,000	D	\$ 55.46	251,589	D <u>(1)</u>
	05/10/2005	<u>S</u> (2)	600	D		250,989	D <u>(1)</u>

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Common shares of beneficial interest					\$ 55.45		
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	600	D	\$ 55.44	250,389	D ⁽¹⁾
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	300	D	\$ 55.43	250,089	D ⁽¹⁾
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	300	D	\$ 55.42	249,789	D ⁽¹⁾
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	400	D	\$ 55.41	249,389	D ⁽¹⁾
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	800	D	\$ 55.4	248,589	D ⁽¹⁾
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	2,200	D	\$ 55.39	246,389	D ⁽¹⁾
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	700	D	\$ 55.38	245,689	D ⁽¹⁾
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	2,100	D	\$ 55.37	243,589	D ⁽¹⁾
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	1,500	D	\$ 55.36	242,089	D ⁽¹⁾
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	3,300	D	\$ 55.35	238,789	D ⁽¹⁾
	05/10/2005	S ⁽²⁾	600	D		238,189	D ⁽¹⁾

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Common shares of beneficial interest					\$ 55.34		
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	800	D	\$ 55.33	237,389	D ⁽¹⁾
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	700	D	\$ 55.32	236,689	D ⁽¹⁾
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	1,100	D	\$ 55.31	235,589	D ⁽¹⁾
Common shares of beneficial interest	05/10/2005	S ⁽²⁾	600	D	\$ 55.3	234,989	D ⁽¹⁾

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 25.25	05/10/2005		M ⁽²⁾	35,000	05/06/2000 05/06/2008	Common shares of beneficial interest 35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOOD DONALD C 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852	X		Trustee, President & CEO	

Signatures

Dawn M. Becker, by power of attorney 05/11/2005

____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) Shares owned indirectly by wife: 9,437.

(2) This is one of two Form 4s that are being filed to report one transaction that occurred on May 10, 2005 because the transaction would not fit on one Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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