

BECKER DAWN M
Form 4
December 05, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BECKER DAWN M

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)
12/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP-General Counse & Sec.

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)
			Code	V	Amount or (D) Price		
Common shares of beneficial interest	12/01/2011 ⁽¹⁾		M		10,000 A \$ 28.01	87,751	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾		S		100 D \$ 88.26	87,651	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾		S		1,102 D \$ 88.24	86,549	D

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Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	200	D	\$ 88.21	86,349	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	200	D	\$ 88.2	86,149	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	98	D	\$ 88.17	86,051	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	201	D	\$ 88.14	85,850	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	1	D	\$ 88.12	85,849	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	98	D	\$ 88.11	85,751	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	103	D	\$ 88.02	85,648	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	497	D	\$ 88	85,151	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	600	D	\$ 87.99	84,551	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	100	D	\$ 87.95	84,451	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	100	D	\$ 87.94	84,351	D
	12/01/2011 ⁽¹⁾	S	1	D		84,350	D

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Common shares of beneficial interest					\$ 87.93		
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	100	D	\$ 87.92	84,250	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	400	D	\$ 87.91	83,850	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	363	D	\$ 87.88	83,487	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	236	D	\$ 87.87	83,251	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	200	D	\$ 87.82	83,051	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	100	D	\$ 87.71	82,951	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	24	D	\$ 87.68	82,927	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	76	D	\$ 87.65	82,851	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	100	D	\$ 87.63	82,751	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	100	D	\$ 87.56	82,651	D
	12/01/2011 ⁽¹⁾	S	100	D		82,551	D

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Common shares of beneficial interest					\$ 87.53		
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	300	D	\$ 87.5	82,251	D
Common shares of beneficial interest	12/01/2011 ⁽¹⁾	S	100	D	\$ 87.42	82,151	D

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

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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 Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Employee stock option	\$ 28.01	12/01/2011		M	10,000	02/12/2004 ⁽²⁾	02/12/2013	Common shares of beneficial interest	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER DAWN M 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852			Exec. VP-General Counsel & Sec.	

Signatures

Dawn M.
Becker

12/02/2011

__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) This is one of two Form 4s being filed to report one transaction that occurred on December 1, 2011 because the transaction would not fit on one Form 4.
 - (2) 3,807 shares were exercisable on 2/12/04, 3,097 shares were exercisable on 2/12/2005 and 3,096 shares were exercisable on 2/12/06.
 - (3) Ms. Becker currently holds a total of 58,144 options.

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.