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FEDERAL REALTY INVESTMENT TRUST

Form 4 May 18, 2012

FORM 4

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

OMB

Expires:

response...

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

SECURITIES

2005 Estimated average burden hours per

0.5

obligations may continue.

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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

VASSALLUZZO JOSEPH Symbol

FEDERAL REALTY

(Check all applicable)

INVESTMENT TRUST [FRT]

3. Date of Earliest Transaction

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

6. Individual or Joint/Group Filing(Check

(Month/Day/Year) 1626 EAST JEFFERSON STREET

(Middle)

05/16/2012

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

Person

below)

ROCKVILLE, MD 20852-4041

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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	05/16/2012		Code V M	Amount 1,400	(D)	Price \$ 31.31	14,537.586	D	
Common Shares of Beneficial Interest	05/16/2012		S	800	D	\$ 100.26	13,737.586	D	
Common Shares of Beneficial Interest	05/16/2012		S	600	D	\$ 100.3	13,137.586	D	

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

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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 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. Transacti 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
Trustee Share Option	\$ 31.31	05/16/2012		M		1,400	11/07/2003	05/07/2013	Common Shares of Beneficial Interest	1,400

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

VASSALLUZZO JOSEPH 1626 EAST JEFFERSON STREET X ROCKVILLE, MD 20852-4041

Signatures

Dawn M. Becker, by power of attorney 05/18/2012

**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).

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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