

FEDERAL REALTY INVESTMENT TRUST  
 Form 4  
 May 15, 2008

**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 \*  
**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)  
**05/13/2008**

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

**ROCKVILLE, MD 20852**

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	(A) or (D)	Price
Common shares of beneficial interest	05/13/2008		M		14,100	A	\$ 21.0625
Common shares of beneficial interest	05/13/2008		S		100	D	\$ 82.75
Common shares of beneficial interest	05/13/2008		S		1,700	D	\$ 82.8

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Common shares of beneficial interest	05/13/2008	S	700	D	\$ 82.81	257,005 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	500	D	\$ 82.82	256,505 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	100	D	\$ 82.83	256,405 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	100	D	\$ 82.84	256,305 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	800	D	\$ 82.85	255,505 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	200	D	\$ 82.86	255,305 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	100	D	\$ 82.87	255,205 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	100	D	\$ 82.88	255,105 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	200	D	\$ 82.89	254,905 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	4,300	D	\$ 82.9	250,605 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	1,300	D	\$ 82.91	249,305 <sup>(2)</sup>	D
	05/13/2008	S	400	D	\$ 82.92	248,905 <sup>(2)</sup>	D

Common shares of beneficial interest							
Common shares of beneficial interest	05/13/2008	S	1,000	D	\$ 82.93	247,905 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	1,000	D	\$ 82.94	246,905 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	800	D	\$ 82.95	246,105 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	300	D	\$ 82.96	245,805 <sup>(2)</sup>	D
Common shares of beneficial interest	05/13/2008	S	400	D	\$ 82.97	245,405 <sup>(2)</sup>	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee stock option	\$ 21.0625	05/13/2008		M	14,100	02/22/2000 02/22/2009	Common shares of beneficial	14,100

## 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 and CEO	

## Signatures

Dawn M. Becker, by power of attorney 05/15/2008

\_\_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) Mr. Wood currently holds a total of 409,058 options.
  - (2) Shares owned indirectly by wife: 9,437.

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