

WASHINGTON REAL ESTATE INVESTMENT TRUST

Form 4

May 04, 2005

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 *
REGNELL THOMAS L

2. Issuer Name **and** Ticker or Trading
Symbol

**WASHINGTON REAL ESTATE
INVESTMENT TRUST [WRE]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**6110 EXECUTIVE BLVD., SUITE
800**

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

05/02/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Mnging. Dir. - Acquisitions

(Street)
ROCKVILLE, MD 20852

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Stock	05/02/2005		M		6	A	\$ 14.4688	33,864.106	D
Common Stock	05/02/2005		M		1,953	A	\$ 25.61	35,817.106	D
Common Stock	05/02/2005		M		4,706	A	\$ 25.61	40,523.106	D
Common Stock	05/03/2005		S		1,000	D	\$ 29.9	39,523.106	D
Common Stock	05/03/2005		S		300	D	\$ 29.97	39,223.106	D

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Common Stock	05/03/2005	S	400	D	\$ 29.98	38,823.106	D	
Common Stock	05/03/2005	S	100	D	\$ 29.99	38,723.106	D	
Common Stock	05/03/2005	S	1,300	D	\$ 30	37,423.106	D	
Common Stock	05/03/2005	S	1,400	D	\$ 30.01	36,023.106	D	
Common Stock	05/03/2005	S	800	D	\$ 30.02	35,223.106	D	
Common Stock	05/03/2005	S	700	D	\$ 30.03	34,523.106	D	
Common Stock	05/03/2005	S	500	D	\$ 30.06	34,023.106	D	
Common Stock	05/03/2005	S	158	D	\$ 30.07	33,865.106	D	
Common Stock	05/04/2005	S	7	D	\$ 30.42	33,858.106	D	
Common Stock						1,150	I	By Spouse

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
ISO - 2002 Officer & Management	\$ 25.61	05/02/2005		M	1,953	12/16/2003 ⁽¹⁾ 12/16/2012	Common Stock

NQO - 1999 Officer	\$ 14.47	05/02/2005	M	6	12/17/2000	12/17/2009	Common Stock	
NQO - 2002 Officer	\$ 25.61	05/02/2005	M	4,706	12/16/2003 ⁽²⁾	12/16/2012	Common Stock	4,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REGNELL THOMAS L 6110 EXECUTIVE BLVD. SUITE 800 ROCKVILLE, MD 20852			Mnging. Dir. - Acquisitions	

Signatures

By: Laura M. Franklin 05/04/2005

**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) 50 % exercisable on this date. 100 % exercisable one year from this date.

(2) 50% exercisable on this date. 100% exercisable one year from this date.

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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