Edgar Filing: WASHINGTON REAL ESTATE INVESTMENT TRUST - Form 4

WASHINGTON REAL ESTATE INVESTMENT TRUST

Form 4

January 03, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

OMB

Number:

Expires:

OMB APPROVAL

3235-0287

January 31,

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

(Middle)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCKENZIE GEORGE F

2. Issuer Name and Ticker or Trading Symbol

Issuer

WASHINGTON REAL ESTATE INVESTMENT TRUST [WRE]

(Check all applicable)

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

X Director 10% Owner _X__ Officer (give title Other (specify below)

President, CEO & Director

5. Relationship of Reporting Person(s) to

6110 EXECUTIVE BOULEVARD,

(Street)

SUITE 800

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

12/31/2012

Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting

ROCKVILLE, MD 20852

							1 CISOII			
(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acq	equired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	on Date 2A. Deemed //Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price		of (D)	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 Stock	12/31/2012		F	6,855	D	\$ 26.15	122,179.6004	D		
Common Stock	12/31/2012		M	19,500	A	\$ 0	141,679.6004	D		
Common Stock	12/31/2012		F	262	D	\$ 26.15	141,417.6004	D		
Common Stock	12/31/2012		F	1,989	D	\$ 26.15	139,428.6004	D		
Common Stock	12/31/2012		F	322	D	\$ 26.15	139,106.6004	D		

Edgar Filing: WASHINGTON REAL ESTATE INVESTMENT TRUST - Form 4

Common Stock 01/01/2013 A 2,868 A \$ 0 141,974.6004 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	orDerivative Securities		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
Restricted Stock Unit	\$ 0 (2)	12/31/2012		M		19,500	12/31/2012	12/31/2012	Common Stock	19,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MCKENZIE GEORGE F			President,				
6110 EXECUTIVE BOULEVARD, SUITE 800	X		CEO &				
ROCKVILLE, MD 20852			Director				

Signatures

By: Thomas C. Morey For: George F. 01/03/2013

**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) Restricted Share Award that vests ratably over 3 years on 12/31/13, 12/31/14 and 12/31/15.
- (2) one for one

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.

Reporting Owners 2