

FEDERAL REALTY INVESTMENT TRUST

Form 4

February 28, 2013

FORM 4UNITED 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 SECURITIESFiled 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 *
FAEDER DAVID W2. 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)
02/27/2013☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

ROCKVILLE, MD 20852-4041

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 Ownership (Instr. 4)
Common shares of beneficial interest	02/27/2013		M	2,500 A	\$ 31.31 7,826	D	
Common shares of beneficial interest	02/27/2013		S	300 D	\$ 107.16 7,526	D	
Common shares of beneficial interest	02/27/2013		S	200 D	\$ 107.15 7,326	D	

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Common shares of beneficial interest	02/27/2013	S	400	D	\$ 107.14	6,926	D
Common shares of beneficial interest	02/27/2013	S	200	D	\$ 107.13	6,726	D
Common shares of beneficial interest	02/27/2013	S	190	D	\$ 107.12	6,536	D
Common shares of beneficial interest	02/27/2013	S	400	D	\$ 107.11	6,136	D
Common shares of beneficial interest	02/27/2013	S	300	D	\$ 107.1	5,836	D
Common shares of beneficial interest	02/27/2013	S	100	D	\$ 107.09	5,736	D
Common shares of beneficial interest	02/27/2013	S	119	D	\$ 107.08	5,617	D
Common shares of beneficial interest	02/27/2013	S	81	D	\$ 107.07	5,536	D
Common shares of beneficial interest	02/27/2013	S	200	D	\$ 107.01	5,336	D
Common shares of beneficial interest	02/27/2013	S	10	D	\$ 106.97	5,326	D

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

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(9-02)

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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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
Trustee Share Option	\$ 31.31	02/27/2013		M		2,500	11/07/2003 05/07/2013	Common shares of beneficial interest 2,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FAEDER DAVID W 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852-4041	X

Signatures

Dawn M. Becker, by power of attorney
02/28/2013
**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).

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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