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FEDERAL REALTY INVESTMENT TRUST
Form 8-A12B
November 26, 2001

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Federal Realty Investment Trust

(Exact Name of Registrant as Specified in Its Charter)

Maryland

52-0782497

(State of Incorporation or Organization) (I.R.S. Employer Identification No.)

1626 East Jefferson Street, Rockville, Maryland

20852

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:
333-63619

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

8 1/2% Series B Cumulative Redeemable
Preferred Shares of Beneficial Interest,
Liquidation Preference \$25.00 Per Share,
Par Value \$.01 Per Share

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: Not

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applicable.

Item 1. Description of Registrant's Securities to be Registered.

The information set forth under the caption "Description of Series B Preferred Shares" in the Registrant's Prospectus Supplement dated November 19, 2001 and under the caption "Description of Preferred Shares" in the Registrant's Prospectus dated September 30, 1998, filed with the Commission on November 20, 2001 under Rule 424(b)(5) as a form of prospectus used after the effectiveness of the Registrant's registration statement on Form S-3 (Registration No. 333-63619) covering the offer and sale of shares of the class of the securities to be registered hereby, is incorporated herein by reference.

Item 2. Exhibits

The exhibits to this registration statement are listed in the Exhibit Index, which appears after the signature page and is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: November 26, 2001 FEDERAL REALTY INVESTMENT TRUST

By: /s/ Nancy J. Herman
Name: Nancy J. Herman
Title: Senior Vice President - General Counsel
 and Secretary

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EXHIBIT INDEX

| Exhibit Number ----- | Description ----- |
|-------------------------|---|
| 4.1 | Articles Supplementary relating to the 8 1/2% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, Liquidation Preference \$25.00 Per Share, Par Value \$.01 Per Share |
| 4.2 | Form of certificate evidencing 8 1/2% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, Liquidation Preference \$25.00 Per Share, Par Value \$.01 Per Share |