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BURKE & HERBERT BANK & TRUST CO
Form 13F-HR
October 04, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 9/30/2012
Check here if Amendment ; Amendment Number:

This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Burke & Herbert Bank & Trust Co.

Address: PO Box 268 Alexandria

Form 13F File Number: 028-05313

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this submission.

Persons Signing this Report on Behalf of Reporting Manager:

Name: M. Patricia Barron
Title: Principal Vice President & Senior Trust Officer
Phone: 703-549-6600

Signature, Place, and Date of Signing:

/s/ M. Patricia Barron Alexandria, VA 10/2/2012

[Signature] [City, State] [Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 169

Form 13F Information Table Value Total: \$ 84,550

(In Thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANA
DE MASTER BLENDERS		B7WCX92	76	6,295	SH	SOLE	
DE MASTER BLENDERS		B7WCX92	46	3,800	SH	DEFINED	
AT&T INC	COM	00206R102	867	22,991	SH	SOLE	
AT&T INC	COM	00206R102	610	16,184	SH	DEFINED	
ABBOTT LABS	COM	002824100	502	7,325	SH	SOLE	
ABBOTT LABS	COM	002824100	786	11,460	SH	DEFINED	
ALTRIA GROUP INC	COM	02209S103	644	19,295	SH	SOLE	
ALTRIA GROUP INC	COM	02209S103	224	6,700	SH	DEFINED	
AMERICAN EXPRESS CO	COM	025816109	287	5,041	SH	SOLE	
AMERICAN EXPRESS CO	COM	025816109	74	1,300	SH	DEFINED	
APACHE CORP	COM	037411105	208	2,400	SH	DEFINED	
APPLE INC	COM	037833100	587	880	SH	SOLE	
APPLE INC	COM	037833100	1,231	1,845	SH	DEFINED	
AUTOMATIC DATA PROCESSING IN	COM	053015103	22	374	SH	SOLE	
AUTOMATIC DATA PROCESSING IN	COM	053015103	276	4,700	SH	DEFINED	
BB&T CORP	COM	054937107	62	1,869	SH	SOLE	
BB&T CORP	COM	054937107	209	6,300	SH	DEFINED	
BP PLC	SPONSORED ADR	055622104	551	13,012	SH	SOLE	
BP PLC	SPONSORED ADR	055622104	83	1,966	SH	DEFINED	
BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	111	14,283	SH	SOLE	
BANK OF AMERICA CORPORATION	COM	060505104	66	7,460	SH	SOLE	
BANK OF AMERICA CORPORATION	COM	060505104	210	23,826	SH	DEFINED	
BANK OF NEW YORK MELLON CORP	COM	064058100	3	150	SH	SOLE	
BANK OF NEW YORK MELLON CORP	COM	064058100	381	16,839	SH	DEFINED	
BAXTER INTL INC	COM	701813109	172	2,850	SH	SOLE	
BAXTER INTL INC	COM	071813109	212	3,525	SH	DEFINED	
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	531	4	SH	SOLE	

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BLACKROCK INC	COM	09247X101	80	450	SH	SOLE
BLACKROCK INC	COM	09247X101	125	700	SH	DEFINED
BOEING CO	COM	097023105	195	2,802	SH	SOLE
BOEING CO	COM	097023105	35	500	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	324	9,596	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	220	6,520	SH	DEFINED
BURKE&HERBERT B&T ALEXANDRIA	COM	121331102	9,766	4,433	SH	SOLE
BURKE&HERBERT B&T ALEXANDRIA	COM	121331102	1,804	819	SH	DEFINED
CIGNA CORPORATION	COM	125509109	716	15,180	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	10	200	SH	SOLE
CVS CAREMARK CORPORATION	COM	126650100	196	4,050	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	848	7,274	SH	SOLE
CHEVRON CORP NEW	COM	166764100	1,709	14,659	SH	DEFINED
CISCO SYS INC	COM	17275R102	229	11,983	SH	SOLE
CISCO SYS INC	COM	17275R102	138	7,250	SH	DEFINED
CITIGROUP INC	COM NEW	172967424	27	815	SH	SOLE
CITIGROUP INC	COM NEW	172967424	243	7,438	SH	DEFINED
COCA COLA CO	COM	191216100	783	20,638	SH	SOLE
COCA COLA CO	COM	191216100	664	17,500	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	365	3,404	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	209	1,950	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	183	5,106	SH	SOLE
COMCAST CORP NEW	CL A	20030N101	74	2,065	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	77	1,340	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	183	3,200	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	303	5,792	SH	SOLE
DISNEY WALT CO	COM DISNEY	254687106	350	6,700	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	541	10,220	SH	SOLE
DOMINION RES INC VA NEW	COM	25746U109	422	7,974	SH	DEFINED
DOW CHEM CO	COM	260543103	14	500	SH	SOLE
DOW CHEM CO	COM	260543103	200	6,900	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	451	8,972	SH	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	605	12,041	SH	DEFINED

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION MANA
DUKE ENERGY CORP NEW	COM NEW	26441C204	114	1,755	SH	SOLE
DUKE ENERGY CORP NEW	COM NEW	26441C204	134	2,063	SH	DEFINED
EMERSON ELEC CO	COM	291011104	136	2,824	SH	SOLE
EMERSON ELEC CO	COM	291011104	114	2,360	SH	DEFINED
EXELON CORP	COM	30161N101	92	2,582	SH	SOLE
EXELON CORP	COM	30161N101	162	4,550	SH	DEFINED
EXPRESS SCRIPTS HLDG CO	COM	30219G108	199	3,182	SH	SOLE
EXPRESS SCRIPTS HLDG CO	COM	30219G108	80	1,272	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	3,430	37,502	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	4,801	52,501	SH	DEFINED
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	963	9,150	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	347	8,768	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	1,983	87,314	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	1,824	80,312	SH	DEFINED
GENERAL MLS INC	COM	370334104	103	2,580	SH	SOLE

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GENERAL MLS INC	COM	370334104	163	4,100	SH	DEFINED
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	142	3,061	SH	SOLE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	79	1,705	SH	DEFINED
GOOGLE INC	CL A	38259P508	41	55	SH	SOLE
GOOGLE INC	CL A	38259P508	234	310	SH	DEFINED
HALLIBURTON CO	COM	406216101	7	200	SH	SOLE
HALLIBURTON CO	COM	406216101	222	6,600	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	284	16,676	SH	SOLE
HEWLETT PACKARD CO	COM	428236103	184	10,775	SH	DEFINED
HOME DEPOT INC	COM	437076102	192	3,175	SH	SOLE
HOME DEPOT INC	COM	437076102	325	5,383	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	296	4,962	SH	SOLE
HONEYWELL INTL INC	COM	438516106	78	1,300	SH	DEFINED
INTEL CORP	COM	458140100	335	14,778	SH	SOLE
INTEL CORP	COM	458140100	185	8,175	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	984	4,742	SH	SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	639	3,082	SH	DEFINED
ISHARES TR	S&P 500 INDEX	464287200	235	1,630	SH	SOLE
ISHARES TR	S&P 500 INDEX	464287200	22	150	SH	DEFINED
ISHARES TR	BARCLY USAGG B	464287226	759	6,750	SH	SOLE
ISHARES TR	MSCI EAFE INDEX	464287465	203	3,834	SH	SOLE
ISHARES TR	MSCI EAFE INDEX	464287465	65	1,230	SH	DEFINED
ISHARES TR	RUSSELL 3000	464287689	277	3,270	SH	DEFINED
ISHARES TR	DJ US INDEX FD	464287846	235	3,265	SH	SOLE
JPMORGAN CHASE & CO	COM	46625H100	168	4,157	SH	SOLE
JPMORGAN CHASE & CO	COM	46625H100	112	2,770	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	2,775	40,274	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	652	9,460	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	230	8,400	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	278	3,239	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	253	2,948	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	528	12,767	SH	SOLE
KRAFT FOODS INC	CL A	50075N104	81	1,961	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	213	2,280	SH	SOLE
LOCKHEED MARTIN CORP	COM	539830109	62	665	SH	DEFINED
LOWES COS INC	COM	548661107	24	800	SH	SOLE
LOWES COS INC	COM	548661107	290	9,600	SH	DEFINED
MANULIFE FINL CORP	COM	56501R106	90	7,488	SH	SOLE
MANULIFE FINL CORP	COM	56501R106	200	16,608	SH	DEFINED
MCDONALDS CORP	COM	580135101	271	2,954	SH	SOLE
MCDONALDS CORP	COM	580135101	133	1,450	SH	DEFINED
MEDTRONIC INC	COM	585055106	246	5,694	SH	SOLE
MEDTRONIC INC	COM	585055106	282	6,550	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	484	10,725	SH	SOLE
MERCK & CO INC NEW	COM	58933Y105	603	13,368	SH	DEFINED

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION MANA
MICROSOFT CORP	COM	594918104	307	10,329	SH	SOLE
MICROSOFT CORP	COM	594918104	548	18,425	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	166	1,824	SH	SOLE

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MONSANTO CO NEW	COM	61166W101	62	684	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	270	3,832	SH	SOLE
NEXTERA ENERGY INC	COM	65339F101	126	1,797	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	473	7,439	SH	SOLE
NORFOLK SOUTHERN CORP	COM	655844108	395	6,200	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	206	4,000	SH	DEFINED
ORACLE CORP	COM	68389X105	128	4,084	SH	SOLE
ORACLE CORP	COM	68389X105	202	6,430	SH	DEFINED
PPG INDS INC	COM	693506107	339	2,950	SH	SOLE
PEPSICO INC	COM	713448108	641	9,055	SH	SOLE
PEPSICO INC	COM	713448108	550	7,773	SH	DEFINED
PFIZER INC	COM	717081103	1,148	46,203	SH	SOLE
PFIZER INC	COM	717081103	815	32,794	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	1,755	19,511	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	588	6,542	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	590	8,501	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	367	5,291	SH	DEFINED
PROTECTIVE LIFE CORP	COM	743674103	6,094	232,488	SH	SOLE
REGIONS FINANCIAL CORP NEW	COM	7591EP100	578	80,351	SH	SOLE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	373	5,370	SH	SOLE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	454	3,150	SH	SOLE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	216	1,500	SH	DEFINED
SPDR SERIES TRUST	BRCLYS YLD ETF	78464A417	308	7,658	SH	SOLE
SPDR SERIES TRUST	BRCLYS YLD ETF	78464A417	322	8,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	250	3,453	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	115	1,590	SH	DEFINED
SPACE PROPULSION SYS INC	COM	846192102	0	16,250	SH	SOLE
TARGET CORP	COM	87612E106	74	1,166	SH	SOLE
TARGET CORP	COM	87612E106	129	2,035	SH	DEFINED
3M CO	COM	88579Y101	513	5,548	SH	SOLE
3M CO	COM	88579Y101	320	3,458	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	216	2,755	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	248	3,162	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	189	3,407	SH	SOLE
UNITEDHEALTH GROUP INC	COM	91324P102	39	700	SH	DEFINED
VANGUARD SCOTTSDALE FDS	INT-TERM CORP	92206C870	219	2,500	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	762	16,722	SH	SOLE
VERIZON COMMUNICATIONS INC	COM	92343V104	886	19,444	SH	DEFINED
WAL-MART STORES INC	COM	931142103	1,090	14,769	SH	SOLE
WAL-MART STORES INC	COM	931142103	568	7,700	SH	DEFINED
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	147	5,499	SH	SOLE
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	75	2,800	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	412	11,919	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	250	7,228	SH	DEFINED
YUM BRANDS INC	COM	988498101	118	1,779	SH	SOLE
YUM BRANDS INC	COM	988498101	146	2,200	SH	DEFINED