

FEDERAL REALTY INVESTMENT TRUST
 Form 4
 February 28, 2013

FORM 4

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

OMB APPROVAL

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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 *
FAEDER DAVID W

2. 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)

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

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

1626 EAST JEFFERSON STREET

02/27/2013

(Street)

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

ROCKVILLE, MD 20852-4041

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
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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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. Amount or Number of Shares
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. 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.