Cederdahl James Bradley Form 4 January 03, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Cederdahl James Bradley

2. Issuer Name and Ticker or Trading

Symbol

WASHINGTON REAL ESTATE INVESTMENT TRUST [WRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner

_X__ Officer (give title

below)

6110 EXECUTIVE BOULEVARD, **SUITE 800**

(Street)

(First)

12/31/2012

(Month/Day/Year)

Sr. V.P. - Property Operations

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

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

(Middle)

ROCKVILLE, MD 2	20852
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(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		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	12/31/2012		Code V M	Amount 3,700	(D)	Price \$ 0	16,777.1983	D	
Stock	12/31/2012		1V1	3,700	Λ	ΨΟ	10,777.1703	D	
Common Stock	12/31/2012		F	165	D	\$ 26.15	16,612.1983	D	
Common Stock	12/31/2012		F	142	D	\$ 26.15	16,470.1983	D	
Common Stock	12/31/2012		F	1,292	D	\$ 26.15	15,178.1983	D	
Common Stock	12/31/2012		F	381	D	\$ 26.15	14,797.1983	D	

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Common Stock 01/01/2013 A 1,652 A 0 16,449.1983 D

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

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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. Transacti Code (Instr. 8)	5. Number on 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 (2)	12/31/2012		M		3,700	12/31/2012	12/31/2012	Common Stock	3,700

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Cederdahl James Bradley

6110 EXECUTIVE BOULEVARD, SUITE 800

Sr. V.P. - Property Operations

ROCKVILLE, MD 20852

Signatures

By: Thomas C. Morey For: James Bradley
Cederdahl
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.

Reporting Owners 2

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