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BURKE & HERBERT BANK & TRUST CO  
Form 13F-HR  
October 06, 2008

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2008

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.  
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Address: PO Box 268  
Alexandria, VA 22314  
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Form 13F File Number: 28-05313  
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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 form.

Person Signing this Report on Behalf of Reporting Manager:

Name: /s/ Judith A. Cagnon  
-----

Title: Vice President  
-----

Phone: 703-549-6600  
-----

Signature, Place, and Date of Signing:

/s/ Judith A. Cagnon -----	Alexandria, VA -----	10/3/2008 -----
[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).)

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List of Other Managers Reporting for this Manager:  
 [If there are no entries in this list, omit this section.]

13F File Number Name

28- \_\_\_\_\_  
 [Repeat as necessary.]

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: \$90,334  
 -----  
 (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.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

NONE

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DCRETN	OT MAN
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	262	8400 SH			SHRD	
TRANSOCEAN INC NEW	SHS	G90073100	30	276 SH			SOLE	
TRANSOCEAN INC NEW	SHS	G90073100	287	2615 SH			SHRD	
AT&T INC	COM	00206R102	895	32066 SH			SOLE	
AT&T INC	COM	00206R102	718	25729 SH			SHRD	
ABBOTT LABS	COM	002824100	655	11375 SH			SOLE	
ABBOTT LABS	COM	002824100	539	9360 SH			SHRD	
ALLIED CAP CORP NEW	COM	01903Q108	0	25 SH			SOLE	
ALLIED CAP CORP NEW	COM	01903Q108	111	10275 SH			SHRD	
ALTRIA GROUP INC	COM	02209S103	425	21400 SH			SOLE	
ALTRIA GROUP INC	COM	02209S103	42	2100 SH			SHRD	
AMERICAN EXPRESS CO	COM	025816109	176	4966 SH			SOLE	
AMERICAN EXPRESS CO	COM	025816109	44	1250 SH			SHRD	
AMERICAN INTL GROUP INC	COM	026874107	54	16164 SH			SOLE	
AMERICAN INTL GROUP INC	COM	026874107	9	2783 SH			SHRD	
APPLE INC	COM	037833100	65	570 SH			SOLE	
APPLE INC	COM	037833100	182	1600 SH			SHRD	
AUTOMATIC DATA PROCESSING IN	COM	053015103	30	700 SH			SOLE	
AUTOMATIC DATA PROCESSING IN	COM	053015103	299	7000 SH			SHRD	

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BP PLC	SPONSORED ADR	055622104	743	14817	SH	SOLE
BP PLC	SPONSORED ADR	055622104	241	4797	SH	SHRD
BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	224	13823	SH	SOLE
BANK OF AMERICA CORPORATION	COM	060505104	201	5746	SH	SOLE
BANK OF AMERICA CORPORATION	COM	060505104	986	28172	SH	SHRD
BANK OF NEW YORK MELLON CORP	COM	064058100	5	150	SH	SOLE
BANK OF NEW YORK MELLON CORP	COM	064058100	465	14278	SH	SHRD
BAXTER INTL INC	COM	071813109	253	3850	SH	SOLE
BAXTER INTL INC	COM	071813109	49	750	SH	SHRD
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	261	2	SH	SOLE
BOEING CO	COM	097023105	198	3456	SH	SOLE
BOEING CO	COM	097023105	29	500	SH	SHRD
BRISTOL MYERS SQUIBB CO	COM	110122108	238	11426	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	59	2820	SH	SHRD
BURKE&HERBERT B&T ALEXANDRIA	COM	121331102	10475	7078	SH	SOLE
BURKE&HERBERT B&T ALEXANDRIA	COM	121331102	1110	750	SH	SHRD
BURLINGTON NORTHN SANTA FE	COM	12189T104	12	125	SH	SOLE
BURLINGTON NORTHN SANTA FE	COM	12189T104	290	3138	SH	SHRD
CIGNA CORP	COM	125509109	516	15180	SH	SHRD
CVS CAREMARK CORPORATION	COM	126650100	30	900	SH	SOLE
CVS CAREMARK CORPORATION	COM	126650100	384	11400	SH	SHRD
CHEVRON CORP NEW	COM	166764100	1014	12299	SH	SOLE
CHEVRON CORP NEW	COM	166764100	1748	21197	SH	SHRD
CISCO SYS INC	COM	17275R102	379	16790	SH	SOLE
CISCO SYS INC	COM	17275R102	201	8913	SH	SHRD
CITIGROUP INC	COM	172967101	67	3249	SH	SOLE
CITIGROUP INC	COM	172967101	1865	90933	SH	SHRD
COCA COLA CO	COM	191216100	660	12490	SH	SOLE
COCA COLA CO	COM	191216100	534	10100	SH	SHRD
COLGATE PALMOLIVE CO	COM	194162103	300	3980	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162100	147	1950	SH	SHRD
CONOCOPHILLIPS	COM	20825C104	35	480	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	189	2580	SH	SHRD
DELL INC	COM	24702R101	91	5550	SH	SOLE
DELL INC	COM	24702R101	127	7700	SH	SHRD
DISNEY WALT CO	COM	254687106	227	7392	SH	SOLE
DISNEY WALT CO	COM	254687106	322	10500	SH	SHRD
DOMINION RES INC VA NEW	COM	25746U109	485	11340	SH	SOLE
DOMINION RES INC VA NEW	COM	25746U109	256	5976	SH	SHRD
DU PONT E I DE NEMOURS & CO	COM	263534109	589	14622	SH	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	434	10759	SH	SHRD
DUN & BRADSTREET CORP DEL NE	COM	26483E100	415	4400	SH	SHRD
E M C CORP MASS	COM	268648102	129	10760	SH	SHRD
EXELON CORP	COM	30161N101	187	2982	SH	SOLE
EXELON CORP	COM	30161N101	200	3200	SH	SHRD
EXXON MOBIL CORP	COM	30231G102	3898	50190	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	5322	68525	SH	SHRD
FPL GROUP INC	COM	302571104	248	4932	SH	SOLE
FPL GROUP INC	COM	302571104	93	1840	SH	SHRD
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	783	9150	SH	SOLE
FLUOR CORP NEW	COM	343412102	345	6200	SH	SHRD
FORTUNE BRANDS INC	COM	349631101	434	7565	SH	SHRD
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	632	11121	SH	SHRD
GENERAL ELECTRIC CO	COM	369604103	3127	122639	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	2558	100311	SH	SHRD
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	168	3871	SH	SOLE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	49	1127	SH	SHRD
HARRIS CORP DEL	COM	413875105	102	2200	SH	SOLE
HARRIS CORP DEL	COM	413875105	116	2500	SH	SHRD
HEWLETT PACKARD CO	COM	428236103	1073	23212	SH	SOLE
HEWLETT PACKARD CO	COM	428236103	825	17850	SH	SHRD
HONEYWELL INTL INC	COM	438516106	219	5262	SH	SOLE

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HONEYWELL INTL INC	COM	438516106	204	4900	SH	SHRD
INTEL CORP	COM	458140100	326	17428	SH	SOLE
INTEL CORP	COM	458140100	159	8468	SH	SHRD
INTERNATIONAL BUSINESS MACHS	COM	459200101	615	5262	SH	SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	439	3754	SH	SHRD
ISHARES TR	LEHMAN AGG BND	464287226	233	2365	SH	SOLE
ISHARES TR	DJ US INDEX FD	464287846	211	3700	SH	SOLE
JP MORGAN & CHASE & CO	COM	46625H100	175	3753	SH	SOLE
JP MORGAN & CHASE & CO	COM	46625H100	544	11654	SH	SHRD
JOHNSON & JOHNSON	COM	489160104	3567	51492	SH	SOLE
JOHNSON & JOHNSON	COM	489160104	450	6500	SH	SHRD
KIMBERLY CLARK CORP	COM	494368103	304	4685	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	162	2498	SH	SHRD
KRAFT FOODS INC	CL A	50075N104	474	14465	SH	SOLE
KRAFT FOODS INC	CL A	50075N104	17	516	SH	SHRD
LINCOLN NATL CORP IND	COM	534187109	253	5909	SH	SHRD
LOCKHEED MARTIN CORP	COM	539830109	247	2250	SH	SOLE
LOCKHEED MARTIN CORP	COM	539830109	68	624	SH	SHRD
LOWES COS INC	COM	548661107	66	2800	SH	SOLE
LOWES COS INC	COM	548661107	314	13250	SH	SHRD
MANULIFE FINL CORP	COM	56501R106	366	9988	SH	SOLE
MANULIFE FINL CORP	COM	56501R106	793	21608	SH	SHRD
MARATHON OIL CORP	COM	565849106	239	6000	SH	SHRD
MCDONALDS CORP	COM	580135101	186	3011	SH	SOLE
MCDONALDS CORP	COM	580135101	77	1250	SH	SHRD
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	251	5586	SH	SOLE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	42	934	SH	SHRD
MEDTRONIC INC	COM	585055106	484	9652	SH	SOLE
MEDTRONIC INC	COM	585055106	119	2375	SH	SHRD
MERCK & CO INC	COM	589331107	517	16384	SH	SOLE
MERCK & CO INC	COM	589331107	171	5425	SH	SHRD
MICROSOFT CORP	COM	594918104	343	12843	SH	SOLE
MICROSOFT CORP	COM	594918104	823	30825	SH	SHRD
MONSANTO CO NEW	COM	61166W101	209	2114	SH	SOLE
MONSANTO CO NEW	COM	61166W101	5	50	SH	SHRD
MOTOROLA INC	COM	620076109	72	10121	SH	SOLE
MOTOROLA INC	COM	620076109	14	1997	SH	SHRD
NORFOLK SOUTHERN CORP	COM	655844108	1200	18119	SH	SOLE
NORFOLK SOUTHERN CORP	COM	655844108	119	1800	SH	SHRD
ORACLE CORP	COM	68389X105	39	1900	SH	SOLE
ORACLE CORP	COM	68389X105	268	13200	SH	SHRD
PEPSICO INC	COM	713448108	723	10145	SH	SOLE
PEPSICO INC	COM	713448108	1006	14120	SH	SHRD
PFIZER INC	COM	717081103	915	49605	SH	SOLE
PFIZER INC	COM	717081103	1091	59165	SH	SHRD
PHILIP MORRIS INTL INC	COM	718172109	1008	20950	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	125	2600	SH	SHRD
PROCTER & GAMBLE CO	COM	742718109	750	10755	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	128	1836	SH	SHRD
PROTECTIVE LIFE CORP	COM	743674103	6628	232488	SH	SOLE
QWEST COMMUNICATIONS INTL	COM	749121109	1	361	SH	SOLE
QWEST COMMUNICATIONS INTL	COM	749121109	37	11550	SH	SHRD
REGIONS FINANCIAL CORP NEW	COM	7591EP100	781	81327	SH	SOLE
REGIONS FINANCIAL CORP NEW	COM	7591EP100	26	2710	SH	SHRD
ROCKWELL COLLINS INC	COM	774341101	201	4179	SH	SOLE
ROCKWELL COLLINS INC	COM	774341101	63	1300	SH	SHRD
ROYAL DUTCH SHELL PLC	SPONSORED ADR	780259206	317	5370	SH	SOLE
SARA LEE CORP	COM	803111103	154	12185	SH	SOLE
SARA LEE CORP	COM	803111103	64	5100	SH	SHRD
SCHERING PLOUGH CORP	COM	806605101	66	3600	SH	SOLE
SCHERING PLOUGH CORP	COM	806605101	315	17070	SH	SHRD
SCHLUMBERGER LTD	COM	806857108	284	3643	SH	SOLE

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SCHLUMBERGER LTD	COM	806857108	547	7000	SH	SHRD
SPACE PROPULSION SYS INC	COM	846192102	1	16250	SH	SOLE
TARGET CORP	COM	87612E106	80	1626	SH	SOLE
TARGET CORP	COM	87612E106	265	5397	SH	SHRD
TEXAS INSTRS INC	COM	882508104	113	5242	SH	SOLE
TEXAS INSTRS INC	COM	882508104	156	7276	SH	SHRD
3M CO	COM	88579Y101	569	8332	SH	SOLE
3M CO	COM	88579Y101	156	2283	SH	SHRD
TRAVELERS COMPANIES INC	COM	89417E109	3	77	SH	SOLE
TRAVELERS COMPANIES INC	COM	89417E109	243	5374	SH	SHRD
UNITED TECHNOLOGIES CORP	COM	913017109	158	2630	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	539	8975	SH	SHRD
VERIZON COMMUNICATONS INC	COM	92343V104	677	21089	SH	SOLE
VERIZON COMMUNICATONS INC	COM	92343V104	682	21262	SH	SHRD
WACHOVIA CORP NEW	COM	929903102	20	5831	SH	SOLE
WACHOVIA CORP NEW	COM	929903102	41	11843	SH	SHRD
WAL MART STORES INC	COM	931142103	1039	17346	SH	SOLE
WAL MART STORES INC	COM	931142103	361	6032	SH	SHRD
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	249	6797	SH	SOLE
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	30	825	SH	SHRD
WELLPOINT INC	COM	94973V107	2	48	SH	SOLE
WELLPOINT INC	COM	94973V107	407	8700	SH	SHRD
WELLS FARGO & CO NEW	COM	949746101	678	18060	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	95	2532	SH	SHRD
WYETH	COM	983024100	542	14666	SH	SOLE
WYETH	COM	983024100	648	17529	SH	SHRD