

WASHINGTON REAL ESTATE INVESTMENT TRUST

Form 424B5

September 23, 2010

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Filed Pursuant to 424(b)(5)  
Registration No. 333-160664

CALCULATION OF REGISTRATION FEE

<u>Title of each class of securities to be registered</u>	<u>Proposed Maximum Aggregate offering price</u>	<u>Amount of registration fee</u>
Notes due 2020	\$250,000,000	\$17,825

(1) The filing fee of \$17,825 is calculated in accordance with Rule 456(b) and Rule 457(r) of the Securities Act of 1933, as amended.

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**The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED SEPTEMBER 23, 2010**

**PRELIMINARY PROSPECTUS SUPPLEMENT**

**(To Prospectus Dated July 17, 2009)**

**\$250,000,000**

**Washington Real Estate Investment Trust**

**% Notes due October 1, 2020**

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The Notes will bear interest at the rate of % per year. We will pay interest on the Notes each April 1 and October 1. The first interest payment will be made on April 1, 2011.

We may redeem the Notes in whole or in part at any time before maturity at the redemption price described in this prospectus supplement. The redemption price for redemptions taking place prior to April 1, 2020 is discussed herein under Prospectus Supplement Summary The Offering. On or after April 1, 2020, we may redeem the Notes, at any time in whole or from time to time in part, at our election, at a redemption price equal to the principal amount of the notes being redeemed plus accrued interest thereon to the redemption date. There is no sinking fund for the Notes.

**Investing in our Notes involves risks. See Risk Factors beginning on page S-4.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement and the accompanying prospectus. Any representation to the contrary is a criminal offense.

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	<u>Price to Public(1)</u>	<u>Underwriting Discounts and Commissions</u>	<u>Proceeds to WRIT(1)</u>
Per Note			
Total			

(1) Plus accrued interest, if any, from \_\_\_\_\_, 2010.

The underwriters expect to deliver the Notes to purchasers only in book-entry form through the facilities of The Depository Trust Company and its participants, including Clearstream Banking, société anonyme, and Euroclear Bank, S.A./N.V., on or about \_\_\_\_\_, 2010.

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*Joint Book-Running Managers*

**Citi**

**Wells Fargo Securities**

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The date of this prospectus supplement is September \_\_\_\_\_, 2010.

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You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in or incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the respective dates thereof.

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**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary may not contain all of the information that may be important to you. This prospectus supplement is not complete without, and may not be delivered or used except in connection with, the accompanying prospectus. You should read this entire prospectus supplement and the accompanying prospectus, as well as the information incorporated herein and therein by reference, before making an investment decision.*

*When used in this prospectus supplement or the accompanying prospectus, except where the context otherwise requires, the terms "we", "our", "us" and "WRIT" refer to Washington Real Estate Investment Trust and, where appropriate, its subsidiaries.*

**WRIT**

Washington Real Estate Investment Trust is a self-administered, self-managed equity real estate investment trust. Our business consists of the ownership and operation of income-producing real property in the greater Washington metro region. We own a diversified portfolio of office buildings, medical office buildings, industrial/flex properties, multifamily buildings and retail centers. As of September 22, 2010, we owned 88 properties, totaling approximately 11 million square feet of commercial space and 2,540 multifamily units, and land held for development. These 88 properties consisted of 26 office properties, 19 industrial/flex properties, 18 medical office properties, 14 retail centers and 11 multifamily properties.

Our principal offices are located at 6110 Executive Boulevard, Suite 800, Rockville, Maryland 20852. Our telephone number there is (301) 984-9400.

**Recent Developments**

On September 23, 2010, we commenced a tender offer for our outstanding 3<sup>7/8</sup>% Convertible Senior Notes due 2026 and a tender offer for our outstanding 5.95% Senior Notes due 2011. Pursuant to the tender offers, we are offering to purchase for cash any and all of the 3<sup>7/8</sup>% Convertible Senior Notes and 5.95% Senior Notes validly tendered on or prior to the expiration of the offers. As of September 22, 2010, approximately \$125.5 million in principal amount of our 3<sup>7/8</sup>% Convertible Senior Notes was outstanding and approximately \$150.0 million in principal amount of our 5.95% Senior Notes was outstanding. We are offering \$1,027.50 per \$1,000 principal amount of 3<sup>7/8</sup>% Convertible Senior Notes and \$1,037.50 per \$1,000 principal amount of 5.95% Senior Notes, plus, in each case, accrued and unpaid interest. The tender offer for the 3<sup>7/8</sup>% Convertible Senior Notes is scheduled to expire at 12:00 midnight, New York City time, on October 22, 2010, and the tender offer for the 5.95% Senior Notes is scheduled to expire at 5:00 p.m., New York City time, on October 1, 2010, in each case subject to the satisfaction of certain conditions, including our issuing debt having an aggregate principal amount of at least \$250 million in one or more debt financings on terms reasonably satisfactory to us. If the conditions to the tender offers are satisfied, we expect to accept for purchase all of the 3<sup>7/8</sup>% Convertible Senior Notes and 5.95% Senior Notes validly tendered and to purchase such notes promptly following the expiration of the applicable tender offer.

This offering is not conditioned upon our completion of the tender offers. If any condition to the tender offers is not satisfied, we are not obligated to accept for purchase, or to pay for, any of the notes tendered and may delay acceptance for payment of any tendered notes, in each case subject to applicable law. We may also terminate, extend or amend the tender offers and may postpone the acceptance for purchase of, and payment for, the notes. This prospectus supplement is not an offer to purchase the 3<sup>7/8</sup>% Convertible Senior Notes or the 5.95% Senior Notes.

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The tender offers are only made by and pursuant to the terms of the Offers to Purchase and the related Letters of Transmittal furnished to the holders of the notes, as the same may be amended or supplemented.

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(3) WRIT will not, and will not permit any Subsidiary to, incur any Debt if the ratio of Consolidated Income Available for Debt Service to the Annual Service Charge for the four consecutive fiscal quarters most recently ended prior to the date on which such additional Debt is to be incurred shall have been less than 1.5 to 1 on a pro forma basis, after giving effect thereto and the application of the proceeds thereof.

Maintenance of Total Unencumbered Assets

WRIT must maintain Total Unencumbered Assets of not less than 150% of the aggregate outstanding principal amount of Unsecured Debt of WRIT and its Subsidiaries.

Optional Redemption

The Notes are redeemable at any time at our option, in whole or in part. Prior to April 1, 2020, we may redeem such Notes at a redemption price equal to the sum of: (i) the principal amount of the Notes being redeemed plus accrued interest thereon to the redemption date and (ii) the Make-Whole Amount, if any. On or after April 1, 2020, we may redeem such Notes, at a redemption price equal to the principal amount of the Notes being redeemed plus accrued interest thereon to the redemption date. See Description of the Notes Optional Redemption.

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The following table sets forth our ratios of earnings to fixed charges for the period and years shown:

	Six Months Ended June 30, 2010	Year Ended December 31,				
		2009	2008	2007	2006	2005
Earnings to fixed charges	1.31x	1.31x	1.05x	1.23x	1.53x	1.87x
Pro forma(1)	x	x				

- (1) The pro forma ratio of earnings to fixed charges for the year ended December 31, 2009 and the six months ended June 30, 2010 assumes that (i) the Notes offered hereby are issued and (ii) no notes are purchased pursuant to the tender offers. To the extent we purchase our 3<sup>7</sup>/<sub>8</sub>% Convertible Notes or 5.95% Senior Notes in the tender offers, our ratio of earnings to fixed charges would increase.

We computed the ratios of earnings to fixed charges by dividing earnings by fixed charges. For this purpose, earnings consist of income from continuing operations attributable to the controlling interests, plus fixed charges, less capitalized interest. Fixed charges consist of interest expense, including amortized costs of debt issuance, and interest costs capitalized.

**RISK FACTORS**

*Your investment in the Notes involves certain risks. In consultation with your own financial, legal and tax advisers, you should carefully consider, among other matters, the risk factors discussed below and in the accompanying prospectus and in our Annual Report on Form 10-K for the year ended December 31, 2009 which is incorporated by reference herein before deciding whether an investment in the Notes is suitable for you.*

***A liquid trading market for the Notes may not develop or be maintained.***

The Notes constitute a new issue of securities for which there is no existing market. We do not intend to apply for listing of the Notes on any securities exchange or for quotation of the Notes in any automated dealer quotation system. We cannot provide you with any assurance regarding whether a liquid trading market for the Notes will develop or be maintained, the ability of holders of the Notes to sell their Notes or the price at which holders may be able to sell their Notes. The underwriters have advised us that they currently intend to make a market in the Notes. However, the underwriters are not obligated to do so, and any market-making with respect to the Notes may be discontinued at any time without notice. If a liquid trading market does not develop or is not maintained, you may be unable to resell your Notes at a price that exceeds the price you paid or at all.

***Changes in our credit ratings or the debt markets could adversely affect the market value of the Notes.***

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The market value for the Notes depends on many factors, including:

our credit ratings with major credit rating agencies;

the prevailing interest rates being paid by or the market price for similar securities issued by REITs;

general economic and financial market conditions;

our issuance of debt or preferred shares; and

our financial condition, liquidity, leverage, financial performance and prospects.

The condition of the financial markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future. Such fluctuations could have an adverse effect on the market value of the Notes.

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In addition, credit rating agencies continually review their ratings for the companies that they follow, including us. The credit rating agencies also evaluate our industry as a whole and may change their credit rating for us based on their overall view of our industry. A negative change in our rating could have an adverse effect on the market value of the Notes.

*Our financial covenants may restrict our operating and acquisition activities.*

The senior indenture under which the Notes will be issued contains certain financial and operating covenants, including, among other things, certain coverage ratios, as well as limitations on our and our subsidiaries' ability to incur secured and unsecured debt, sell all or substantially all of our assets, engage in mergers and consolidations and certain acquisitions and to take certain other actions. These covenants may restrict our ability to pursue certain business initiatives or certain acquisition transactions that would otherwise be in our best interest. In addition, failure to meet any of the financial covenants could cause an event of default under and/or accelerate some or all of our indebtedness, which would have a material adverse effect on us. Furthermore, you will not be protected in the event of a highly leveraged transaction, reorganization, change of control, restructuring, merger or similar transaction, any of which could adversely affect you, except to the extent described under "Description of Debt Securities - Merger, Consolidation or Sale" in the accompanying prospectus.

## **USE OF PROCEEDS**

We estimate that the net proceeds from the sale of the Notes will be approximately \$        million. Net proceeds is what we expect to receive after paying expenses of the offering, which we estimate will be approximately \$300,000, and the deduction of the underwriting discount. We intend to use the net proceeds from this offering for the purchase of our outstanding 3<sup>7</sup>/<sub>8</sub>% Convertible Senior Notes due 2026 and 5.95% Senior Notes due 2011, pursuant to the tender offers for these notes. As of September 22, 2010, \$125.5 million of our 3<sup>7</sup>/<sub>8</sub>% Convertible Senior Notes and \$150.0 million of our 5.95% Senior Notes were outstanding. If the net proceeds from this offering are not sufficient to purchase the tendered notes, we also will use borrowings under our lines of credit with Wells Fargo Bank, N.A. (an affiliate of Wells Fargo Securities, LLC) and SunTrust Bank, and cash on hand to fund such purchases.

Any net proceeds from this offering not used to repurchase the notes subject to the tender offers will be used to repay amounts outstanding under our lines of credit or for general corporate purposes.

As of September 22, 2010, borrowings under our lines of credit totaled \$100.0 million and bore interest at a weighted average rate of 0.7375% per annum. The lines of credit have maturity dates between November 2010 and June 2011, each of which may be extended for one year at our option.

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**DESCRIPTION OF THE NOTES**

The following description of the particular terms of the Notes offered hereby supplements, and to the extent inconsistent therewith replaces, the description of the general terms and provisions of the debt securities set forth in the accompanying prospectus, under the heading Description of Debt Securities. Certain terms used in this prospectus supplement are defined in that section of the accompanying prospectus.

**General**

We are offering \$250 million of our % Senior Notes due October 1, 2020. The Notes are being issued as a separate series of debt securities under our senior indenture, dated as of August 1, 1996, as amended, between WRIT and The Bank of New York Trust Company, N.A., as senior indenture trustee, and pursuant to resolutions of our board of trustees and an officers certificate, to be dated as of , 2010. The terms of the Notes will include those provisions contained in the senior indenture and the officers certificate and those made part of the senior indenture by reference to the Trust Indenture Act of 1939, as amended. The following summary of the Notes is qualified in its entirety by reference to the senior indenture and the officers certificate.

The Notes are initially being offered in the principal amount of \$250 million. We may, without the consent of the holders of the Notes, increase the principal amount of the Notes in the future, on the same terms and conditions and with the same CUSIP numbers as the Notes being offered hereby. The Notes offered hereby will constitute a single series of debt securities under the senior indenture.

We will pay interest on the Notes semi-annually in arrears on April 1 and October 1 of each year, beginning on April 1, 2011, to the registered holders of the Notes at the close of business 15 calendar days prior to such payment date regardless of whether such day is a business day. Interest on the Notes will accrue from , 2010. The Notes will not be subject to any sinking fund provisions.

The Notes will be direct, unsecured obligations of WRIT and will rank equally with all of our other unsecured and unsubordinated debt. The Notes will be effectively subordinated to the prior claims of each secured mortgage lender to any specific WRIT property which secures that lender's loan. As of September 22, 2010, our mortgage loans aggregated approximately \$381.1 million. Subject to limitations set forth in the senior indenture and as described under Description of Debt Securities Covenants and Merger, Consolidation or Sale in the accompanying prospectus, the senior indenture will permit WRIT to incur additional secured and unsecured debt.

See the section entitled Description of Debt Securities Covenants in the accompanying prospectus for a description of the covenants applicable to the Notes. Compliance with these covenants generally may not be waived by the trustee under the senior indenture unless the holders of at least a majority in principal amount of all outstanding Notes consent to that waiver. However, the defeasance and covenant defeasance provisions in the senior indenture described under Description of Debt Securities Discharge, Defeasance and Covenant Defeasance in the accompanying prospectus will apply to the Notes.

Except as described under Description of Debt Securities Covenants Senior Indenture Limitations on Incurrence of Debt and Merger, Consolidation or Sale in the accompanying prospectus, the senior indenture does not contain any other provisions that would limit WRIT's ability to incur secured or unsecured debt or that would afford holders of the Notes protection in the event of (a) a highly leveraged or similar transaction involving WRIT or (b) a reorganization, restructuring, merger or similar transaction involving WRIT that may adversely affect the holders of the Notes. In addition, subject to the limitations set forth under Description of Debt Securities Covenants and Merger, Consolidation

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or Sale in the accompanying prospectus, WRIT may, in the future, enter into transactions such as the sale of all or substantially all of its assets or the merger or consolidation of WRIT with another entity that would increase the amount of WRIT's debt or substantially reduce or eliminate WRIT's assets, which may have an adverse effect on WRIT's ability to service

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its debt, including the Notes. WRIT has no present intention of engaging in a highly leveraged or similar transaction.

The Notes will only be issued in fully registered book-entry form without coupons in denominations of \$1,000 and integral multiples of \$1,000 in excess thereof, except under the limited circumstances described below under Book-Entry Form.

## **Principal and Interest**

The Notes will bear interest at a rate of % per annum from , 2010, or the most recent interest payment date to which interest has been paid or provided for, payable semi-annually in arrears on each April 1 and October 1, commencing April 1, 2011, and on the maturity date to the persons in whose names the Notes are registered in the securities register applicable to the Notes at the close of business 15 calendar days prior to such payment date regardless of whether such day is a business day. Interest on the Notes will be computed on the basis of a 360-day year of twelve 30-day months.

The principal of the Notes payable on the maturity date will be paid against presentation and surrender of such note at the corporate trust office of the senior indenture trustee, located initially at The Bank of New York Trust Company, N.A., 4 New York Plaza, First Floor, New York, New York 10004, in such coin or currency of the United States of America as at the time of payment is legal tender for payment of public and private debts.

If any interest payment date or the maturity date falls on a day that is not a business day, the required payment shall be made on the next business day as if it were made on the date such payment was due and no interest shall accrue on the amount so payable for the period from and after such interest payment date or the maturity date. Business day means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions in the City of New York are authorized or required by law, regulation or executive order to close.

## **Optional Redemption**

The Notes are redeemable at any time at our option, in whole or in part. Prior to April 1, 2020, we may redeem the Notes at any time in whole or from time to time in part at a Redemption Price equal to the sum of:

the principal amount of the Notes being redeemed plus accrued interest thereon to the redemption date and

the Make-Whole Amount (as defined below), if any, with respect to those Notes.

On or after April 1, 2020, we may redeem such Notes, at a Redemption Price equal to the principal amount of the Notes being redeemed plus accrued interest thereon to the redemption date. In addition, we may at any time, and from time to time, purchase the Notes at any price or prices in the open market or otherwise, subject to compliance with all applicable laws and regulations.

If notice of redemption has been given as provided in the senior indenture and funds for the redemption of any Notes called for redemption have been made available on the redemption date specified in the notice, the Notes called for redemption will cease to bear interest on the date fixed for redemption specified in the notice and the only right of the holders of the Notes called for redemption from and after the redemption date will be to receive payment of the Redemption Price upon surrender of the Notes called for redemption in accordance with the notice.

Notice of any optional redemption of any Notes will be given to holders at their addresses, as shown in the security register for the Notes, not more than 60 or less than 30 days prior to the date fixed for redemption. The notice of redemption will specify, among other items, the Redemption Price and the principal amount of the Notes held by the holder to be redeemed.

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If less than all the Notes are to be redeemed at our option, we will notify the trustee under the senior indenture at least 45 days prior to the giving of notice of redemption, or such shorter period as is satisfactory to the trustee, of the aggregate principal amount of Notes to be redeemed and their redemption date. The trustee under the senior indenture will select, in such manner as it deems fair and appropriate, the Notes to be redeemed in part.

As used in this prospectus supplement **Make-Whole Amount** means, in connection with any optional redemption or accelerated payment of any Notes, the excess, if any, of:

the aggregate present value as of the date of redemption or accelerated payment of each dollar of principal being redeemed or paid and the amount of interest, exclusive of interest accrued to the date of redemption or accelerated payment, that would have been payable in respect of each dollar if the redemption or accelerated payment had not been made, determined by discounting, on a semi-annual basis, the principal and interest at the Reinvestment Rate (as defined below), determined on the third business day preceding the date notice of the redemption is given or declaration of acceleration is made, from the respective dates on which the principal and interest would have been payable if the redemption or accelerated payment had not been made; over

the aggregate principal amount of the Notes being redeemed or paid.

**Reinvestment Rate** means  $\%$ , plus the arithmetic mean of the yields under the headings **Week Ending** published in the most recent Statistical Release under the caption **Treasury Constant Maturities** for the maturity (rounded to the nearest month) corresponding to the remaining life to maturity of the Notes, as of the payment date of the principal of the Notes being redeemed or paid. If no maturity exactly corresponds to the maturity, yields for the two published maturities most closely corresponding to that maturity shall be calculated pursuant to the immediately preceding sentence and the Reinvestment Rate shall be interpolated or extrapolated from those yields on a straight-line basis, rounding each of the relevant periods to the nearest month. For the purposes of calculating the Reinvestment Rate, the most recent Statistical Release published prior to the date of determination of the Make-Whole Amount shall be used.

**Statistical Release** means the statistical release designated **H.15(519)** or any successor publication which is published weekly by the Federal Reserve System and which establishes yields on actively traded United States government securities adjusted to constant maturities or, if the statistical release is not published at the time of any determination of the Make-Whole Amount, then such other reasonably comparable index which shall be designated by us.

## **Book-Entry Form**

The following are summaries of certain rules and operating procedures of The Depository Trust Company, or DTC, that affect the payment of principal, premium, if any, and interest and transfers of interests in the Global Note. Upon issuance, the Notes will only be issued in the form of a Global Note which will be deposited with, or on behalf of, DTC and registered in the name of Cede & Co., as nominee of DTC. Unless and until it is exchanged in whole or in part for Notes in definitive form under the limited circumstances described below, a Global Note may not be transferred except as a whole (1) by DTC to a nominee of DTC, (2) by a nominee of DTC to DTC or another nominee of DTC or (3) by DTC or any such nominee to a successor of DTC or a nominee of such successor.

Ownership of beneficial interests in a Global Note will be limited to persons that have accounts with DTC ( **participants** ) or persons that may hold interests through participants. Upon the issuance of a Global Note, DTC will credit, on its book-entry registration and transfer system, the **participants** accounts with the respective principal amounts of the Notes represented by such Global Note beneficially owned by participants.

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Ownership of beneficial interests in the Global Note will be shown on, and the transfer of such ownership interests will be effected only through, records maintained by DTC (with respect to interests of participants) and on the records of

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participants (with respect to interests of persons holding through participants). The laws of some states may require that certain purchasers of securities take physical delivery of the securities in definitive form. These laws may limit or impair the ability to own, transfer or pledge beneficial interests in the Global Note.

So long as DTC or its nominee is the registered owner of a Global Note, DTC or its nominee, as the case may be, will be considered the sole owner or holder of the Notes represented by the Global Note for all purposes under the senior indenture. Except as set forth below, owners of beneficial interests in a Global Note will not be entitled to have Notes represented by the Global Note registered in their names, will not receive or be entitled to receive physical delivery of the Notes in certificated form and will not be considered the registered owners or holders thereof under the senior indenture. Accordingly, each person owning a beneficial interest in a Global Note must rely on the procedures of DTC and, if such person is not a participant, on the procedures of the participant through which such person owns its interest, to exercise any rights of a holder under the senior indenture. WRIT understands that under existing industry practices, if WRIT requests any action of holders of the Notes or if an owner of a beneficial interest in a Global Note desires to give or take any action that a holder is entitled to give or take under the senior indenture, DTC would authorize the participants holding the relevant beneficial interests to give or take such action, and such participants would authorize beneficial owners owning through such participants to give or take such action or would otherwise act upon the instructions of beneficial owners holding through them.

Principal, Make-Whole Amount, if any, and interest payments on a Global Note will be made to DTC or its nominee, as the case may be, as the registered owner of such Global Note. None of WRIT, the senior indenture trustee or any other agent of WRIT or agent of the senior indenture trustee will have any responsibility or liability for any aspect of the records relating to or payments made on account of beneficial ownership of interests in the Global Note or for maintaining, supervising or reviewing any records relating to beneficial ownership interests. WRIT expects that DTC, upon receipt of any payment of principal, Make-Whole Amount, if any, or interest in respect of a Global Note, will immediately credit participants' accounts with payments in amounts proportionate to their respective beneficial interests in such Global Note as shown on the records of DTC. WRIT also expects that payments by participants to owners of beneficial interests in the Global Note held through such participants will be governed by standing customer instructions and customary practice, as is now the case with securities held for the accounts of customers in bearer form or registered in street name, and will be the responsibility of such participants.

The senior indenture provides that if (1) DTC notifies WRIT that it is unwilling or unable to continue as depository or if DTC ceases to be a clearing agency registered as such under the Exchange Act at any time when the depository is required to be so registered in order to act as depository for the Notes and a successor depository is not appointed within 90 days after WRIT receives such notice or learns of such unwillingness, inability or ineligibility, (2) WRIT determines that the Notes shall no longer be represented by a Global Note and executes and delivers to the senior indenture trustee an officers' certificate to that effect or (3) an Event of Default with respect to the Notes has occurred and is continuing and beneficial owners representing a majority in aggregate principal amount of the outstanding Notes advise DTC to cease acting as depository for the Notes, WRIT will issue the Notes in definitive form in exchange for interests in the Global Note. Any Notes issued in definitive form in exchange for interests in the Global Note will be registered in such name or names, and will be issued in denominations of \$1,000 and such integral multiples of \$1,000 in excess thereof, as DTC shall instruct the senior indenture trustee. It is expected that such instructions will be based upon directions received by DTC from participants with respect to ownership of beneficial interests in the Global Note.

DTC has advised WRIT that DTC is a limited-purpose trust company organized under the Banking Law of the State of New York, a member of the Federal Reserve System, a clearing corporation within the meaning of the New York Uniform Commercial Code, and a clearing agency registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended (the Exchange Act). DTC was created to hold securities of its participants and to facilitate the clearance and settlement of transactions among its participants in these securities through electronic book-entry changes in accounts of the participants, thereby eliminating the

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need for physical movement of securities certificates. DTC's participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations, some of which (and/or their representatives) own DTC. Access to the DTC book-entry system is also available to others, such as banks, brokers and dealers and trust companies that clear through or maintain a custodial relationship with a participant, either directly or indirectly.

### **Same-Day Settlement and Payment**

Settlement for the Notes will be made by the underwriters in immediately available funds. All payments of principal, premium, if any, and interest in respect of the Global Note will be made by WRIT by wire transfer of immediately available funds to an account maintained in the United States.

If Notes are issued in definitive certificated form under the limited circumstances described above, payments of interest on the certificated Notes may be made, at our option, by check mailed to the addresses of the persons entitled thereto, as such addresses appear in the register for the Notes, or by wire transfer to accounts maintained by the payees in the United States; provided, however, that a holder of \$5 million or more in aggregate principal amount of Notes in definitive certificated form will be entitled to receive payments of interest due on any Interest Payment Date by wire transfer of immediately available funds to an account maintained by such holder in the United States so long as such holder has given appropriate wire transfer instructions to the senior indenture trustee or a paying agent at least 15 calendar days prior to the applicable Interest Payment Date. Any such wire transfer instructions will remain in effect until revoked by such holder or until such person ceases to be a holder of \$5 million or more in aggregate principal amount of Notes in definitive certificated form.

Payments of principal of and Make-Whole Amount, if any, and interest on Notes in definitive certificated form that are due and payable on the Maturity Date, any redemption date or any other date on which principal of such Notes is due and payable will be made by wire transfer of immediately available funds to accounts maintained by the holders thereof in the United States, so long as such holders have given appropriate wire transfer instructions to the senior indenture trustee or a paying agent, against surrender of such Notes to the senior indenture trustee or a paying agent; provided that installments of interest that are due and payable on any Interest Payment Date falling on or prior to such Maturity Date, redemption date or other date on which principal of such Notes is payable will be paid in the manner described in the preceding paragraph to the persons who were the holders of such Notes (or one or more predecessor Notes) registered as such at the close of business on the relevant Regular Record Dates according to the terms and provisions of the senior indenture.

The Notes will trade in DTC's Same-Day Funds Settlement System until maturity or until the Notes are issued in certificated form, and secondary market trading activity in the Notes will therefore be required by DTC to settle in immediately available funds. WRIT expects that secondary trading in the certificated Notes, if any, will also be settled in immediately available funds. No assurance can be given as to the effect, if any, of settlement in immediately available funds on trading activity in the Notes.

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**UNDERWRITING**

Citigroup Global Markets Inc. and Wells Fargo Securities, LLC are acting as joint book-running managers of the offering and as representatives of the underwriters named below. Subject to the terms and conditions stated in the underwriting agreement dated the date of this prospectus supplement, each underwriter named below has severally, and not jointly, agreed to purchase, and we have agreed to sell to that underwriter, the principal amount of Notes set forth opposite the underwriter's name.

<u>Underwriter</u>	<u>Principal Amount of Notes</u>
Citigroup Global Markets Inc.	\$
Wells Fargo Securities, LLC	
Total	\$ 250,000,000

The underwriting agreement provides that the obligations of the underwriters (severally, and not jointly) to purchase the Notes included in this offering are subject to approval of legal matters by counsel and to other conditions. The underwriters are obligated to purchase all the Notes if they purchase any of the Notes.

We expect delivery of the Notes will be made against payment therefore on or about 2010, which is the business day following the date of pricing of the Notes (such settlement being referred to as T+ ). Under Rule 15(c)6-1 of the Exchange Act, trades in the secondary market generally are required to settle in three business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes on the date of pricing of the Notes or during the next succeeding business days will be required, by virtue of the fact that the Notes initially will settle in T+ , to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement.

Notes sold by the underwriters to the public will initially be offered at the initial public offering price set forth on the cover of this prospectus supplement. Any Notes sold by the underwriters to securities dealers may be sold at such price less a concession not to exceed % of the principal amount of the Notes. Any such securities dealers may resell any Notes purchased from the underwriters to certain other brokers or dealers at such price less a concession not to exceed % of the principal amount of the Notes. If all the Notes are not sold at the initial offering price, the underwriters may change the offering price and the other selling terms.

The following table shows the underwriting discounts and commissions that we are to pay to the underwriters in connection with this offering:

	<u>Paid by WRIT</u>
Per note	%

Total \$

We estimate that our total expenses for this offering will be \$300,000.

The Notes are a new issue of securities, and there is currently no established trading market for the Notes. We do not intend to apply for the Notes to be listed on any securities exchange or to arrange for the Notes to be quoted on any quotation system. The underwriters have advised us that they intend to make a market in the Notes, but they are not obligated to do so. The underwriters may discontinue any market making in the Notes at any time without notice in their sole discretion. Accordingly, we cannot assure you that a liquid trading market will develop or be maintained for the Notes, that you will be able to sell your Notes at a particular time, or at all, or that the price that you may receive upon any sale of the Notes will exceed the price you paid for such Notes.

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In connection with the offering, the underwriters may purchase and sell Notes in the open market. Purchases and sales in the open market may include short sales, purchases to cover short positions and stabilizing purchases.

Short sales involve secondary market sales by the underwriters of a greater number of Notes than they are required to purchase in the offering.

Covering transactions involve purchases of Notes in the open market after the distribution has been completed in order to cover short positions.

Stabilizing transactions involve bids to purchase Notes so long as the stabilizing bids do not exceed a specified maximum.

Purchases to cover short positions and stabilizing purchases, as well as other purchases by the underwriters for their own accounts, may have the effect of preventing or retarding a decline in the market price of the Notes. They may also cause the price of the Notes to be higher than the price that would otherwise exist in the open market in the absence of these transactions. The underwriters may conduct these transactions in the over-the-counter market or otherwise. If the underwriters commence any of these transactions, they may discontinue them at any time.

The underwriters have performed commercial banking, investment banking and advisory services for us from time to time for which they have received customary fees and reimbursement of expenses. The underwriters may, from time to time, engage in transactions with and perform services for us in the ordinary course of their business for which they may receive customary fees and reimbursement of expenses. Wells Fargo Bank, N.A. (an affiliate of Wells Fargo Securities, LLC) is a lender for one of our lines of credit. In addition, Citigroup Global Markets, Inc., together with affiliates, own approximately 2.6% of the outstanding 5.95% Senior Notes and approximately 24.1% of the outstanding 3<sup>7/8</sup>% Convertible Senior Notes (some of which are owned in a fiduciary capacity for others). In addition, Citigroup Global Markets, Inc. and Wells Fargo Securities, LLC are dealer managers in connection with the tender offers.

In addition, in the ordinary course of their business activities, the underwriters and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. The underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions to such securities and instruments.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriters may be required to make because of any of those liabilities.

## **EXPERTS**

Ernst & Young LLP, independent registered public accounting firm, has audited our consolidated financial statements and schedule included in our Annual Report on Form 10-K/A for the year ended December 31, 2009, and the effectiveness of our internal control over financial reporting as of December 31, 2009, as set forth in their reports, which are incorporated by reference in this prospectus supplement and elsewhere in the registration statement. Our financial statements and schedule are incorporated by reference in reliance on Ernst & Young LLP's reports, given on their authority as experts in accounting and auditing.

The historical summaries of gross income and direct operating expenses of Kenmore Apartments and 2445 M Street for the year ended December 31, 2007 are incorporated in reliance on the reports dated February 10,

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2009 of Argy, Wiltse & Robinson, P.C., which we also incorporate by reference in this prospectus supplement and the registration statement, and on the authority of that firm as experts in accounting and auditing.

**LEGAL MATTERS**

Arent Fox LLP will issue opinions about the valid issuance of the Notes offered by this prospectus supplement and tax matters relating to the qualification of WRIT as a real estate investment trust. Vinson & Elkins L.L.P., Washington, D.C., will issue an opinion about some legal matters with respect to the Notes offered by this prospectus supplement for the underwriters.

**DOCUMENTS INCORPORATED BY REFERENCE**

This prospectus supplement incorporates documents by reference which are not presented in or delivered with this prospectus supplement. All documents that we file pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement and prior to the termination of the offering of the Notes are incorporated by reference into and are deemed to be a part of this prospectus supplement from the date of filing of those documents; provided, however, that we are not incorporating by reference any documents, portions of documents or other information that is deemed to have been furnished and not filed with the SEC.

The following documents, which we have filed with the SEC, are incorporated by reference into this prospectus supplement:

Annual Report on Form 10-K for the year ended December 31, 2009, filed February 26, 2010 and Annual Report on Form 10-K/A for the year ended December 31, 2009, filed March 12, 2010;

Quarterly Reports on Form 10-Q for the quarter ended March 31, 2010, filed May 5, 2010, and the quarter ended June 30, 2010, filed August 6, 2010; and

Current Reports on Form 8-K, filed February 23, 2010, May 20, 2010 and September 23, 2010.

Any statement contained in a document incorporated or deemed to be incorporated by reference into this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or any other subsequently filed document that is deemed to be incorporated by reference herein modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement. The documents incorporated by reference into this prospectus supplement are available from us upon your request. We will provide a copy of any and all of the information that is incorporated by reference into this prospectus supplement to any person, without charge, upon written or oral request. If exhibits to the documents incorporated by reference into this prospectus supplement are not themselves specifically incorporated by reference into this prospectus supplement then the exhibits will not be provided. Requests for documents relating to us should be directed to:

Investor Relations

Washington REIT

6110 Executive Boulevard

Suite 800, Rockville, Maryland 20852

*Telephone* 301-984-9400

*Facsimile* 301-984-9610

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PROSPECTUS

**WASHINGTON REAL ESTATE INVESTMENT TRUST**

**6110 EXECUTIVE BOULEVARD, SUITE 800**

**ROCKVILLE, MARYLAND 20852**

**(301) 984-9400**

**COMMON SHARES**

**PREFERRED SHARES**

**COMMON SHARE WARRANTS**

**DEBT SECURITIES**

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Washington Real Estate Investment Trust may offer from time to time its

common shares of beneficial interest,

preferred shares of beneficial interest,

warrants to purchase common shares, and

unsecured senior or subordinated debt securities.

We may sell the offered securities in one or more ways: directly, through agents we designate from time to time or to or through underwriters or dealers. If we use any agents or underwriters in selling any of the offered securities, the prospectus supplement that we will provide will identify the agents and underwriters and describe any applicable purchase price, fee, commission or discount arrangement.

Our common shares of beneficial interest are listed on the New York Stock Exchange under the symbol **WRE** . Where applicable, the prospectus supplement will contain information on any listing on a securities exchange of securities covered by that prospectus supplement.

**Investing in our securities involves risks. Before buying our securities, you should refer to the risk factors included in our periodic reports, in prospectus supplements relating to specific offerings and in other information that we file with the Securities and Exchange Commission. See Risk Factors beginning on page 1 of this prospectus.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the offered securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

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The date of this prospectus is July 17, 2009.

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