

Blocher Andrew P
Form 4
August 16, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Blocher Andrew P

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)
1626 EAST JEFFERSON STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP-Former SVP CFO & Treasurer

ROCKVILLE, MD 20852

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

(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	08/14/2012		M		5,625	A	\$ 67.66 34,456.4	D
Common shares of beneficial interest	08/14/2012		M		4,921	A	\$ 92.3 39,377.4	D
Common shares of beneficial interest	08/14/2012		M		4,498	A	\$ 73.03 43,875.4	D

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Common shares of beneficial interest	08/14/2012	M	11,704	A	\$ 43.48	55,579.4	D
Common shares of beneficial interest	08/14/2012	S	100	D	\$ 105.26	55,479.4	D
Common shares of beneficial interest	08/14/2012	S	100	D	\$ 105.24	55,379.4	D
Common shares of beneficial interest	08/14/2012	S	100	D	\$ 105.23	55,279.4	D
Common shares of beneficial interest	08/14/2012	S	200	D	\$ 105.22	55,079.4	D
Common shares of beneficial interest	08/14/2012	S	300	D	\$ 105.21	54,779.4	D
Common shares of beneficial interest	08/14/2012	S	148	D	\$ 105.2	54,631.4	D
Common shares of beneficial interest	08/14/2012	S	100	D	\$ 105.17	54,531.4	D
Common shares of beneficial interest	08/14/2012	S	100	D	\$ 105.16	54,431.4	D
Common shares of beneficial interest	08/14/2012	S	100	D	\$ 105.15	54,331.4	D
Common shares of beneficial interest	08/14/2012	S	100	D	\$ 105.13	54,231.4	D
	08/14/2012	S	100	D		54,131.4	D

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Common shares of beneficial interest					\$ 105.12		
Common shares of beneficial interest	08/14/2012	S	300	D	\$ 105.11	53,831.4	D
Common shares of beneficial interest	08/14/2012	S	400	D	\$ 105.09	53,431.4	D
Common shares of beneficial interest	08/14/2012	S	900	D	\$ 105.08	52,531.4	D
Common shares of beneficial interest	08/14/2012	S	300	D	\$ 105.07	52,231.4	D
Common shares of beneficial interest	08/14/2012	S	400	D	\$ 105.06	518,431	D
Common shares of beneficial interest	08/14/2012	S	2,200	D	\$ 105.05	49,631.4	D
Common shares of beneficial interest	08/14/2012	S	800	D	\$ 105.04	48,831.4	D
Common shares of beneficial interest	08/14/2012	S	3,702	D	\$ 105.03	45,129.4	D
Common shares of beneficial interest	08/14/2012	S	5,898	D	\$ 105.02	39,231.4	D
Common shares of beneficial interest	08/14/2012	S	2,300	D	\$ 105.01	36,931.4	D
	08/14/2012	S	8,100	D	\$ 105	28,831.4	D

Common shares of beneficial interest

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Share Option	\$ 67.66	08/14/2012		M	5,625	02/16/2007 ⁽¹⁾ 02/16/2016	Common shares of beneficial interest 5,625
Employee Share Option	\$ 92.3	08/14/2012		M	4,921	02/12/2008 ⁽²⁾ 02/12/2017	Common shares of beneficial interest 4,921
Employee Share Option	\$ 73.03	08/14/2012		M	4,498	02/10/2009 ⁽³⁾ 02/10/2018	Common shares of beneficial interest 4,498
Employee Share Option	\$ 43.48	08/14/2012		M	11,704	02/17/2012 02/17/2019	Common shares of beneficial interest 11,704

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			SVP-Former SVP CFO & Treasurer	

Blocher Andrew P
1626 EAST JEFFERSON STREET
ROCKVILLE, MD 20852

Signatures

Dawn M. Becker, by power of attorney
08/16/2012

__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) 1,125 options vested on each of 2/16/2007; 2/16/2008; 2/16/2009; 2/16/2010 and 2/16/2011.

(2) 984 options vested on each of 2/12/2008; 2/12/2009; 2/12/2011; 2/12/2012 and 985 options vested on 2/12/2010.

(3) 1,125 options vested on each of 2/10/2009 and 2/10/2011 and 1,124 options vested on each of 2/10/2010 and 2/10/2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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