FEDERAL REALTY INVESTMENT TRUST

Form 4

November 2	3, 2009										
FORM	14							OMB AF	PROVAL		
	UNITEDS	TATES SECUR Was	RITIES A shington,			NGE CO	OMMISSION	OMB Number:	3235-0287		
Check the if no long	aer.		CEC DI		CT A 1		EDCHID OF	Expires:	January 31, 2005		
subject to Section 1 Form 4 o	6.	ENT OF CHAN	F CHANGES IN BENEFICIAL OWNE SECURITIES					Estimated a burden hour response	verage		
Form 5 obligation may cont See Instru	ns Section 17(a)	uant to Section 1) of the Public Ut 30(h) of the In	tility Holo	ding Com	pany	Act of	1935 or Section	1			
(Print or Type I	Responses)										
1. Name and A WOOD DO	Address of Reporting P	Symbol	r Name and		Γradin	0	5. Relationship of lassuer	Reporting Pers	on(s) to		
			FEDERAL REALTY INVESTMENT TRUST [FRT]					(Check all applicable)			
(Last)	(First) (M		f Earliest Tr	ansaction			_X_ Director _X_ Officer (give		Owner r (specify		
1626 EAST	JEFFERSON STE	(Month/D REET 11/23/20	•				below) below) Trustee, President and CEO				
	(Street)		ndment, Da	_			6. Individual or Joi	int/Group Filin	g(Check		
ROCKVILI	LE, MD 20852	F11ed(Mor	nth/Day/Year)		-	Applicable Line) _X_ Form filed by O Form filed by M Person				
(City)	(State) (Z	Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of,	or Beneficiall	y 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. Securit on(A) or Dis (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common shares of	11/23/2009		M ⁽¹⁾	50,000			323,073 (2)	D			
beneficial interest	11,23,200		<u>-</u>	20,000	1.	Ψ 17.0	323,073 <u> </u>	2			
Common shares of beneficial interest	11/23/2009		S <u>(1)</u>	8,155	D	\$ 64.8	314,918 (2)	D			
Common shares of beneficial	11/23/2009		S <u>(1)</u>	4,045	D	\$ 64.81	310,873 (2)	D			

beneficial interest

Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	2,600	D	\$ 64.82	308,273 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	4,500	D	\$ 64.83	303,773 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	1,100	D	\$ 64.84	302,673 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	1,200	D	\$ 64.85	301,473 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	500	D	\$ 64.86	300,973 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	200	D	\$ 64.87	300,773 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	600	D	\$ 64.88	300,173 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	5,200	D	\$ 64.89	294,973 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	1,200	D	\$ 64.9	293,773 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	1,600	D	\$ 64.91	292,173 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	2,500	D	\$ 64.92	289,673 (2)	D
	11/23/2009	S(1)	900	D		288,773 (2)	D

Common shares of beneficial interest					\$ 64.93		
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	1,800	D	\$ 64.94	286,973 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	1,200	D	\$ 64.95	285,773 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	900	D	\$ 64.96	284,873 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	1,000	D	\$ 64.97	283,873 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	600	D	\$ 64.98	283,273 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	500	D	\$ 64.99	282,773 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	600	D	\$ 65	282,173 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	200	D	\$ 65.02	281,973 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	500	D	\$ 65.03	281,473 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	1,500	D	\$ 65.04	279,973 (2)	D
	11/23/2009	S <u>(1)</u>	900	D		279,073 (2)	D

Common shares of beneficial interest					\$ 65.05		
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	400	D	\$ 65.06	278,673 <u>(2)</u>	D
Common shares of beneficial interest	11/23/2009	S(1)	1,100	D	\$ 65.07	277,573 (2)	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	900	D	\$ 65.08	276,673 <u>(2)</u>	D
Common shares of beneficial interest	11/23/2009	S <u>(1)</u>	700	D	\$ 65.09	275,973 <u>(2)</u>	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date decurities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4,		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee stock option	\$ 19.8	11/23/2009		M <u>(1)</u>	50,000	02/28/2002(3)	02/28/2011	Common shares of beneficial interest	50,0

(9-02)

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 5	Director	10% Owner	Officer	Other				
WOOD DONALD C			Trustee,					
1626 EAST JEFFERSON STREET	X		President and					
ROCKVILLE, MD 20852			CEO					

Signatures

Donald C.
Wood

**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) This is one of two Form 4s being filed to report one transaction that occurred on November 23, 2009 because the transaction would not fit on one Form 4.
- (2) Shares owned indirectly by wife: 9,437.
- (3) 33,334 of the options vested 2/28/02 and 16,666 of the options vested 2/28/03.
- (4) Mr. Wood currently holds a total of 367,946 options.

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.

Reporting Owners 5