

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>WOOD DONALD C</u> (Last) (First) (Middle) <u>1626 EAST JEFFERSON STREET</u> (Street) <u>ROCKVILLE MD 20852</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>FEDERAL REALTY INVESTMENT TRUST [FRT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Trustee, President and CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/23/2012</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

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 Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 100 | D | \$107.19 | 368,890 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 300 | D | \$107.17 | 368,590 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 700 | D | \$107.16 | 367,890 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 400 | D | \$107.15 | 367,490 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 100 | D | \$107.14 | 367,390 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 300 | D | \$107.11 | 367,090 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 290 | D | \$107.1 | 366,800 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 300 | D | \$107.09 | 366,500 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 300 | D | \$107.08 | 366,200 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 200 | D | \$107.07 | 366,000 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 1,000 | D | \$107.06 | 365,000 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 1,010 | D | \$107.05 | 363,990 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 800 | D | \$107.04 | 363,190 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 800 | D | \$107.03 | 362,390 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 200 | D | \$107.02 | 362,190 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 200 | D | \$107.01 | 361,990 ⁽¹⁾ | D | |
| Common shares of beneficial interest | 08/23/2012 | | S | | 1,300 | D | \$107 | 360,690 ⁽¹⁾ | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

1. Shares owned indirectly by wife: 5,625.

Remarks:

Dawn M. Becker, by power of attorney 08/23/2012

** Signature of Reporting Person Date

* 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).

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

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