

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) 1626 EAST JEFFERSON STREET (Street) ROCKVILLE MD 20852 (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) Trustee, President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 09/07/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	09/07/2017		M ⁽¹⁾		30,628	A	\$73.03	364,549 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		100	D	\$131.4	364,449 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		100	D	\$131.37	364,349 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		100	D	\$131.32	364,249 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		1,000	D	\$131.31	363,249 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		100	D	\$131.3	363,149 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		700	D	\$131.25	362,449 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		200	D	\$131.23	362,249 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		100	D	\$131.22	362,149 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		100	D	\$131.2	362,049 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		100	D	\$131.19	361,949 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		286	D	\$131.18	361,663 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		100	D	\$131.17	361,563 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		400	D	\$131.16	361,163 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		200	D	\$131.15	360,963 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		200	D	\$131.14	360,763 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		602	D	\$131.13	360,161 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		200	D	\$131.12	359,961 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		200	D	\$131.11	359,761 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		100	D	\$131.1	359,661 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		200	D	\$131.09	359,461 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		100	D	\$131.08	359,361 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		298	D	\$131.06	359,063 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		100	D	\$131.05	358,963 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		100	D	\$131.04	358,863 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		200	D	\$131.03	358,663 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		1,100	D	\$131.02	357,563 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		1,200	D	\$131.01	356,363 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		1,000	D	\$131	355,363 ⁽²⁾	D	
Common shares of beneficial interest	09/07/2017		S ⁽¹⁾		100	D	\$130.98	355,263 ⁽²⁾	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee stock option	\$73.03	09/07/2017		M			30,628	02/10/2011 ⁽³⁾	02/10/2018	Common shares of beneficial interest	30,628	\$0	0 ⁽⁴⁾	D	

Explanation of Responses:

1. This is one of two Form 4s being filed to report one transaction that occurred on September 7, 2017 because the transaction would not fit on one Form 4.
2. Shares owned indirectly by wife: 53,879.
3. 9,501 shares were exercisable on 2/10/2011 and 21,127 shares were exercisable on 2/10/12.
4. Mr. Wood currently owns a total of 144,788 options.

Remarks:

Dawn M. Becker, by power of attorney 09/08/2017

** Signature of Reporting Person Date

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

* 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.

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