

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>BECKER DAWN M</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP-COO, General Counsel & Sec |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/12/2015 | |
| 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 | 03/12/2015 | | M | | 8,203 | A | \$67.66 | 117,414 | D | |
| Common shares of beneficial interest | 03/12/2015 | | S | | 200 | D | \$141.21 | 117,214 | D | |
| Common shares of beneficial interest | 03/12/2015 | | S | | 100 | D | \$141.2 | 117,114 | D | |
| Common shares of beneficial interest | 03/12/2015 | | S | | 200 | D | \$141.19 | 116,914 | D | |
| Common shares of beneficial interest | 03/12/2015 | | S | | 200 | D | \$141.18 | 116,714 | D | |
| Common shares of beneficial interest | 03/12/2015 | | S | | 501 | D | \$141.17 | 116,213 | D | |
| Common shares of beneficial interest | 03/12/2015 | | S | | 470 | D | \$141.16 | 115,743 | D | |
| Common shares of beneficial interest | 03/12/2015 | | S | | 400 | D | \$141.15 | 115,343 | D | |
| Common shares of beneficial interest | 03/12/2015 | | S | | 432 | D | \$141.14 | 114,911 | D | |
| Common shares of beneficial interest | 03/12/2015 | | S | | 1,200 | D | \$141.13 | 113,711 | D | |
| Common shares of beneficial interest | 03/12/2015 | | S | | 3,088 | D | \$141.12 | 110,623 | D | |
| Common shares of beneficial interest | 03/12/2015 | | S | | 912 | D | \$141.11 | 109,711 | D | |
| Common shares of beneficial interest | 03/12/2015 | | S | | 200 | D | \$141.09 | 109,511 | D | |
| Common shares of beneficial interest | 03/12/2015 | | S | | 300 | D | \$141.08 | 109,211 | 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 | | | | | |
| Employee stock option | \$67.66 | 03/12/2015 | | M | | | 8,203 | 02/16/2007 ⁽¹⁾ | 02/16/2016 | Common shares of beneficial interest | \$0 | 0 ⁽²⁾ | D | |

Explanation of Responses:

- 1,641 shares were exercisable on each of 2/16/2007, 2/16/2009 and 2/16/2011 and 1,640 shares were exercisable on each of 2/16/2008 and 2/16/2010.
- Ms. Becker currently holds a total of 39,941 options.

Remarks:

Dawn M. Becker 03/16/2015
 ** 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.

