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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 6, 2009

Federal Realty Investment Trust

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-07533
(Commission File Number)

52-0782497
(IRS Employer
Identification No.)

1626 East Jefferson Street, Rockville, Maryland
(Address of principal executive offices)

20852-4041
(Zip Code)

Registrant's telephone number including area code: 301/998-8100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 6, 2009, Federal Realty Investment Trust (“Trust”) amended Section 8 of Article II of its Amended and Restated Bylaws to provide that, in an uncontested election of trustees, any nominee who does not receive, among the votes cast, a majority of votes “for” his or her election will, within five (5) business days following the certification of the shareholder vote, submit his or her resignation to the chair of the Nominating and Corporate Governance Committee for consideration by the Nominating and Corporate Governance Committee of the Board of Trustees. The Nominating and Corporate Governance Committee will promptly consider and make a recommendation to the Board of Trustees concerning the acceptance or rejection of the resignation offer. In determining its recommendation to the Board of Trustees, the Nominating and Corporate Governance Committee will consider all factors its members deem relevant, including but not limited to:

- (a) the stated reasons why votes were withheld from the Trustee and whether those reasons can be cured;
- (b) the Trustee’s length of service, qualifications and contributions as a Trustee;
- (c) listing requirements of the New York Stock Exchange, rules and regulations of the Securities and Exchange Commission and other applicable rules and regulations;
- (d) the Trust’s corporate governance guidelines; and
- (e) such other factors as the Nominating and Corporate Governance Committee deems appropriate.

The Board of Trustees will, within sixty (60) days following certification of the shareholder vote, make a decision concerning the acceptance or rejection of the resignation offer. The Board of Trustees will consider all factors considered by the Nominating and Corporate Governance Committee and such other factors or alternatives as the Board of Trustees deems relevant and appropriate.

Any trustee offering to resign will not participate in the Nominating and Corporate Governance Committee or Board of Trustees consideration of the resignation offer. Within four (4) business days after the Board of Trustees makes its decision on a resignation offer, the Trust will publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, its decision, including an explanation of the process by which the decision was made, and the reasons for its decision.

The foregoing description of the amendment to the Trust’s Amended and Restated Bylaws is qualified in its entirety by reference to the text of the new Section 8, which is filed as an exhibit to this report and is incorporated by reference into this Item 5.03.

Item 9.01. Financial Statements and Exhibits

- (d) Exhibits

The following Exhibits are included in the Form 8-K:

<u>Exhibit</u>	<u>Description of Exhibit</u>
3.1	Amended Section 8 of Article II of the Amended and Restated Bylaws

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 11, 2009

FEDERAL REALTY INVESTMENT TRUST

/s/ Dawn M. Becker

Dawn M. Becker

Executive Vice President-General Counsel and Secretary

Section 8. VOTING. A plurality of all the votes cast at a meeting of shareholders duly called and at which a quorum is present shall be sufficient to elect a Trustee; provided, however, that if any Trustee does not receive a majority of all the votes cast at any meeting where the number of nominees is the same as the number of Trustees to be elected, the Trustee shall tender his or her resignation to the Chair of the Nominating and Corporate Governance Committee within five (5) business days after certification of the vote. The Nominating and Corporate Governance Committee (or if votes were withheld from a majority of the members of such committee, then a committee appointed by and from among disinterested, independent directors) will promptly consider the resignation and make a recommendation to the Board of Trustees whether to accept or reject the tendered resignation. The Trustee who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board.

In deciding whether to accept or reject a resignation that has been tendered, the Nominating and Corporate Governance Committee and the Board will consider such factors as they deem appropriate and relevant which may include, among others: (a) the stated reasons why votes were withheld from the Trustee and whether those reasons can be cured; (b) the Trustee's length of service, qualifications and contributions as a Trustee; (c) listing requirements of the New York Stock Exchange, rules and regulations of the Securities and Exchange Commission and other applicable rules and regulations; (d) our corporate governance guidelines; and (e) such other factors as the Nominating and Corporate Governance Committee or the Board deems appropriate. Any rejection of a resignation may (but does not have to) be conditioned on curing the underlying reason for the withheld votes.

The Board will take action on any resignation no later than sixty (60) days after the certification of the vote. The action taken by the Board with respect to any resignation will be disclosed in a Form 8-K filed with the Securities and Exchange Commission within four (4) business days after the Board's decision and will include a full explanation of the process by which the Board reached its decision and the reason for its decision. If a Trustee's resignation is accepted by the Board of Trustees, then the Board of Trustees may fill the resulting vacancy pursuant to the provision of Section 10 of Article III of these Bylaws. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a Trustee must exceed 50% of the votes cast with respect to that Trustee. Each share may be voted for as many individuals as there are Trustees to be elected and for whose election the share is entitled to be voted.

A majority of the votes cast at a meeting of shareholders duly called and at which a quorum is present shall be sufficient to approve any other matter which may properly come before the meeting, unless more than a majority of the votes cast is required herein or by statute or by the Declaration of Trust. Unless otherwise provided in the Declaration of Trust, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.