

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12 (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Federal Realty Investment Trust

(Exact Name of Registrant as Specified in Its Charter)

Maryland

52-0782497

(State of Incorporation or Organization)

(I.R.S. Employer
Identification no.)

1626 East Jefferson Street, Rockville, Maryland

20852

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the
registration of a class of securities
pursuant to Section 12 (b) of the
Exchange Act and is effective
pursuant to General Instruction
A. (c), please check the following
box. []

If this form relates to the
registration of a class of
securities pursuant to Section 12 (g)
of the Exchange Act and is
effective pursuant to General
Instruction A. (d), please check
the following box. []

Securities Act registration statement file number to which this form relates:
N/A

(If applicable)

Securities to be registered pursuant to Section 12 (b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Common Shares of Beneficial Interest, \$.01 par value

New York Stock Exchange

Securities to be registered pursuant to Section 12 (g) of the Act:

(none)

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The information required by Item 1 is set forth under the caption "Comparison of Rights of Shareholders Before and After the Reorganization" in the definitive proxy statement filed by the Registrant pursuant to Section 14(a) of the Securities Exchange Act of 1934 on March 29, 1999, as amended on April 12, 1999 and April 23, 1999 (collectively, the "Proxy Statement"), and which description is incorporated herein by this reference and qualified in its entirety by reference to the Registrant's (1) Declaration of Trust and (2) Bylaws, each filed as an exhibit to the Registrant's Current Report on Form 8-K dated May 21, 1999, and (3) Form of Common Share Certificate, filed as an exhibit to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1999.

Item 2. Exhibits.

The following documents are being filed as exhibits to this registration statement.

| Exhibit Number ----- | Description ----- |
|-------------------------|--|
| 1 | Declaration of Trust of Federal Realty Investment Trust dated May 5, 1999 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K dated May 21, 1999) |
| 2 | Bylaws of Federal Realty Investment Trust dated May 5, 1999 (incorporated by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K dated May 21, 1999) |
| 3 | Form of Common Share Certificate of Federal Realty Investment Trust (incorporated by reference to Exhibit 4 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1999) |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

FEDERAL REALTY INVESTMENT TRUST

Date: March 9, 2001

By: /s/ Nancy J. Herman

Name: Nancy J. Herman
Title: Senior Vice President, General
Counsel and Secretary