

**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                                 |           |
|--|-----------|
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|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>WOOD DONALD C</u><br><br>(Last) (First) (Middle)<br><u>1626 EAST JEFFERSON STREET</u><br><br>(Street)<br><u>ROCKVILLE MD 20852</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>FEDERAL REALTY INVESTMENT TRUST [ FRT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Trustee, President &amp; CEO</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/20/2007</u>                         |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                      | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 | 03/20/2007                           |  | S                              |   | 2,100   | D          | \$90    | 280,594   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 900   | D          | \$90.02 | 279,694   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 300   | D          | \$90.05 | 279,394   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 300   | D          | \$90.06 | 279,094   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 400   | D          | \$90.07 | 278,694   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 400   | D          | \$90.1  | 278,294   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 200   | D          | \$90.11 | 278,094   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 400   | D          | \$90.13 | 277,694   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 200   | D          | \$90.15 | 277,494   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 200   | D          | \$90.16 | 277,294   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 200   | D          | \$90.17 | 277,094   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 1,200   | D          | \$90.2  | 275,894   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 300   | D          | \$90.21 | 275,594   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 500   | D          | \$90.22 | 275,094   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 1,000   | D          | \$90.23 | 274,094   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 600   | D          | \$90.25 | 273,494   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 400   | D          | \$90.26 | 273,094   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 500   | D          | \$90.27 | 272,594   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 800   | D          | \$90.29 | 271,794   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 1,200   | D          | \$90.31 | 270,594   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 100   | D          | \$90.32 | 270,494   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 300   | D          | \$90.33 | 270,194   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/20/2007                           |  | S                              |   | 500   | D          | \$90.34 | 269,694   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/21/2007                           |  | G                              | V | 11,107  | D          | \$0     | 258,587   | D <sup>(1)</sup>   |   |
| Common shares of beneficial interest | 03/21/2007                           |  | G                              | V | 11,107  | D          | \$0     | 247,480   | D <sup>(1)</sup>   |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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