

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) June 4, 2009

Federal Realty Investment Trust

(Exact name of registrant as specified in its charter)

Maryland	1-07533	52-0782497
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1626 East Jefferson Street, Rockville, Maryland	20852-4041
(Address of principal executive offices)	(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 8.01 Other Events

On June 4, 2009, Federal Realty Investment Trust (the "Trust") issued a press release announcing that it had accepted for purchase an aggregate of \$40,266,000 principal amount of its outstanding 8.75% Senior Notes due 2009 (the "Notes"), which were validly tendered pursuant to its previously announced cash tender offer for such Notes (the "Tender Offer"). The Tender Offer expired at 5:00 p.m., New York City time, on Wednesday, June 3, 2009.

A copy of the press release issued by the Trust on June 4, 2009 is attached as Exhibit 99.1.

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>
99.1	Press Release issued by the Trust on June 4, 2009

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.

FEDERAL REALTY INVESTMENT TRUST

Date: June 5, 2009

/s/ Dawn M. Becker

Dawn M. Becker
Executive Vice President-General Counsel and Secretary

NEWS RELEASE

Federal Realty
INVESTMENT TRUST 

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FOR IMMEDIATE RELEASE

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FEDERAL REALTY INVESTMENT TRUST ANNOUNCES COMPLETION OF CASH TENDER OFFER FOR ITS 8.75% NOTES DUE 2009

ROCKVILLE, Md. (June 4, 2009) – Federal Realty Investment Trust (NYSE: FRT) today announced that it has completed its previously announced cash tender offer for any and all of its \$163,855,000 principal amount of outstanding 8.75% Notes due 2009 (CUSIP No.313747AG2) (the “Securities”).

The tender for the Securities expired at 5:00 p.m., New York City time on Wednesday, June 3, 2009. Pursuant to the terms of the tender offer, the Trust purchased today an aggregate of \$40,266,000 principal amount of the Securities (representing 24.6% of the outstanding Securities). Securities tendered have been retired.

In accordance with the terms of the tender offer, the consideration paid for the Securities was \$1,020 per \$1,000 in principal amount of such Securities, plus accrued and unpaid interest to, but not including, June 4, 2009. The aggregate consideration paid for the Securities tendered, exclusive of accrued interest, was approximately \$41.1 million.

The tender offer was made pursuant to the Trust’s Offer to Purchase, dated May 26, 2009 and related Letter of Transmittal. The Trust retained Citi and Wachovia Securities to serve as Dealer Managers and retained Global Bondholder Services Corporation to serve as the information agent for the tender offer. Requests for documents may be directed to Global Bondholder Services Corporation by telephone at (212) 430-3774 or (866) 470-3900, or in writing at 65 Broadway – Suite 723, New York, NY 10006, Attention: Corporate Actions. Questions regarding the tender offer may be directed to Citi at (800) 558-3745 (toll free) and Wachovia Securities at (704) 715-8341 (collect) or (866) 309-6316 (toll free).

This press release is neither an offer to purchase nor a solicitation of an offer to sell the Securities or any other securities.

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About Federal Realty

Federal Realty Investment Trust is an equity real estate investment trust specializing in the ownership, management and redevelopment of high quality retail assets. Federal Realty's portfolio (excluding joint venture properties) contains approximately 18.1 million square feet located primarily in strategically selected metropolitan markets in the Northeast, Mid-Atlantic, and California. In addition, the Trust has an ownership interest in approximately 1.0 million square feet of retail space through a joint venture in which the Trust has a 30% interest. Our operating portfolio (excluding joint venture properties) was 94.2% leased to national, regional, and local retailers as of March 31, 2009, with no single tenant accounting for more than approximately 2.6% of annualized base rent. Federal Realty has paid quarterly dividends to its shareholders continuously since its founding in 1962, and has increased its dividend rate for 41 consecutive years, the longest record in the REIT industry. Federal Realty is an S&P MidCap 400 company and its shares are traded on the NYSE under the symbol FRT.

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