

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WOOD DONALD C</u>			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Trustee, President and CEO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/07/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>1626 EAST JEFFERSON STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ROCKVILLE MD 20852</u>								
(City) (State) (Zip)								

**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	06/07/2018		M		20,000	A	\$43.48	400,273 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		3,632	D	\$121.25	396,641 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		654	D	\$121.26	395,987 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		20	D	\$121.27	395,967 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		914	D	\$121.28	395,053 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		50	D	\$121.29	395,003 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		1,425	D	\$121.3	393,578 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		39	D	\$121.31	393,539 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		1,000	D	\$121.35	392,539 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		5,700	D	\$121.4	386,839 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		100	D	\$121.41	386,739 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		1,305	D	\$121.45	385,434 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		15	D	\$121.46	385,419 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		4,745	D	\$121.5	380,674 <sup>(1)</sup>	D	
Common shares of beneficial interest	06/07/2018		S		401	D	\$121.54	380,273 <sup>(1)</sup>	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		Date Exercisable	Expiration Date					
Employee stock option	\$43.48	06/07/2018		M		20,000	02/17/2013 <sup>(2)</sup>	02/17/2019	Common shares of beneficial interest	\$0	12,210	D	

Explanation of Responses:

1. Shares owned indirectly by wife: 53,879.

2. 3,252 Shares vested on 2/17/2013 and 16,748 Shares vested on 2/17/2014.

**Remarks:**

Dawn M. Becker, by power of attorney 06/08/2018

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**