

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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> <hr/> (Last) (First) (Middle) 1626 EAST JEFFERSON STREET <hr/> (Street) ROCKVILLE MD 20852 <hr/> (City) (State) (Zip)	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>
	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/01/2018		M <sup>(1)</sup>		22,578	A	\$43.48	402,851 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/01/2018		S <sup>(1)</sup>		92	D	\$119.4	402,759 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/01/2018		S <sup>(1)</sup>		200	D	\$119.34	402,559 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/01/2018		S <sup>(1)</sup>		20	D	\$119.3	402,539 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/01/2018		S <sup>(1)</sup>		117	D	\$119.27	402,422 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/01/2018		S <sup>(1)</sup>		46	D	\$119.26	402,376 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/01/2018		S <sup>(1)</sup>		2,103	D	\$119.25	400,273 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		600	D	\$119.9	399,673 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		100	D	\$119.87	399,573 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		400	D	\$119.85	399,173 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		100	D	\$119.84	399,073 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		200	D	\$119.83	398,873 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		4	D	\$119.82	398,869 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		700	D	\$119.81	398,169 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		414	D	\$119.8	397,755 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		585	D	\$119.79	397,170 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		100	D	\$119.77	397,070 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		1,500	D	\$119.76	395,570 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		3,797	D	\$119.75	391,773 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		100	D	\$119.74	391,673 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		100	D	\$119.73	391,573 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		300	D	\$119.71	391,273 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		400	D	\$119.7	390,873 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		300	D	\$119.68	390,573 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		100	D	\$119.66	390,473 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		100	D	\$119.65	390,373 <sup>(2)</sup>	D	

**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	06/05/2018		S <sup>(1)</sup>		100	D	\$119.64	390,273 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		100	D	\$119.56	390,173 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		1,169	D	\$119.52	389,004 <sup>(2)</sup>	D	
Common shares of beneficial interest	06/05/2018		S <sup>(1)</sup>		200	D	\$119.51	388,804 <sup>(2)</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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee stock option	\$43.48	06/01/2018		M <sup>(1)</sup>			2,578	02/17/2013	02/17/2019	Common shares of beneficial interest	2,578	\$0	52,210	D	
Employee stock option	\$43.48	06/05/2018		M <sup>(1)</sup>			20,000	02/17/2013	02/17/2019	Common shares of beneficial interest	20,000	\$0	32,210	D	

**Explanation of Responses:**

- This is one of two Form 4s being filed to report one transaction that occurred on June 1, 2018 and June 5, 2018 because the transaction would not fit on one Form 4.
- Shares owned indirectly by wife: 53,879.

**Remarks:**

Dawn M. Becker, by power of attorney 06/05/2018

\*\* 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.

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