

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
FORM 10-K/A

For Fiscal Year Ended: December 31, 1994 Commission File No. 1-7533  
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FEDERAL REALTY INVESTMENT TRUST  
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(Exact name of registrant as specified in its charter)

District of Columbia

52-0782497  
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(State or other jurisdiction of  
incorporation or organization)

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

4800 Hampden Lane, Suite 500, Bethesda, Maryland 20814  
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(Address of principal executive offices) (Zip Code)

(301) 652-3360  
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(Registrant's telephone number, including area code)

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

Title of Each Class -----	Name of Each Exchange on Which Registered -----
Common Shares of Beneficial Interest	New York Stock Exchange
Common Stock Purchase Rights	New York Stock Exchange
Preferred Shares of Beneficial Interest*	
8 7/8% Senior Notes	
Subordinated Debt Securities*	

\* None issued, registered pursuant to a shelf registration

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No  
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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

At March 9, 1995, the aggregate market value of Common Shares of Beneficial Interest of Federal Realty Investment Trust held by nonaffiliates was \$665 million based upon the closing price of such Shares on the New York Stock Exchange.

Indicate the number of shares outstanding of each of the issuer's classes of common stock.

Class -----	Outstanding at March 9, 1995 -----
Comon Shares of Beneficial Interest	31,660,481

Part III

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Item 11. Executive Compensation

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The sections entitled "Summary Compensation Table", "Employment Agreement", "Aggregated Option Exercises in 1994 and December 31, 1994 Option Values", "Retirement and Disability Plans" and "Compensation Committee Interlocks and Insider Participation" appearing in the 1995 Proxy Statement are incorporated herein by reference thereto.

SIGNATURES

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Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto authorized.

FEDERAL REALTY INVESTMENT TRUST

Date: 9/27/95

By: /s/ Cecily A. Ward

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Cecily A. Ward  
Vice President, Controller