FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL						
OMB North and	2225 220					

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

			or deduction de (ii) or and invocations de inparty 7 lot of 20 10				
1. Name and Address of Reporting Person* WOOD DONALD C			2. Issuer Name and Ticker or Trading Symbol FEDERAL REALTY INVESTMENT TRUST [ FRT ]		lationship of Reporting Person(s) to Issuer kk all applicable) Director 10% Owner		
I		,	3. Date of Earliest Transaction (Month/Day/Year) 03/20/2007	X	Officer (give title below)  Trustee, President	Other (specify below) & CEO	
(Street) ROCKVILLE (City)	MD (State)	20852 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filing ( Form filed by One Repor Form filed by More than ( Person	ting 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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(111311.4)	
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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Ta Date (Month/Day/Year)	Iffe TremBeriva Execution Date, if any (e.g., p (Month/Day/Year)	tive S Transa Utsue(C 8)	ecuri	Secu Acqu (A) or Dispo of (D) (Instr	Festimetru if Carefispisser Pof, of Expiration Date Expiration Date (A) or Disposed of (D) (Instr. 3, 4 and 5)		Of Beneficiall Amount of Amount of Amount of Items (Items)    Construction   Cons		y8 <b>Grimeti</b> 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)	
											Amount or				
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transa 6888 (	ction Instr.	5. Nu of Deriv		6. Date Exerc Expration Da Monthingalyn	isable and texpiration eapte	7. Title Amour Securi	aNumber t <sup>Of</sup> f ieshares	8. Price of Derivative Security	9. Number of derivative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial
Instr. 3 Explanation Bis Res (Month/Day/Year)  1. Shares ownescentify thy by wife: 9,437.		8) Securities Acquired (A) or Disposed				Derivative Security (Instr. 3 and 4)		(Instr. 5)	Beneficially Owned Following Reported	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)				
Remarks	:			 		of (D) (Instr and 5	. 3, 4	<u>Dawn</u>		wn M. Becker,		by power o	Transaction(s)   (Instr. 4)   03/22/200	 	
Reminder: R	eport on a se	parate line for each	class of securities	benefic Code uction 4	ially ov V L (b)(v)	vned d (A)	irectly ( <b>D)</b>	o <b>P래연</b> irectly. Exercisable		<u>orney</u> Signatur Title	Amount or entimenor of Shares	ting Person			

<sup>\*\*</sup> 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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