

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> _____ (Last) (First) (Middle) <u>1626 EAST JEFFERSON STREET</u> _____ (Street) <u>ROCKVILLE MD 20852</u> _____ (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) <u>03/14/2018</u>	
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	03/14/2018		M		30,000	D	\$43.48	410,273 <sup>(1)</sup>	D	
Common shares of beneficial interest	03/14/2018		S		23,851	D	\$117.75	386,422 <sup>(1)</sup>	D	
Common shares of beneficial interest	03/14/2018		S		1,869	D	\$117.76	384,553 <sup>(1)</sup>	D	
Common shares of beneficial interest	03/14/2018		S		1,487	D	\$117.77	383,066 <sup>(1)</sup>	D	
Common shares of beneficial interest	03/14/2018		S		901	D	\$117.78	382,165 <sup>(1)</sup>	D	
Common shares of beneficial interest	03/14/2018		S		1,062	D	\$117.79	381,103 <sup>(1)</sup>	D	
Common shares of beneficial interest	03/14/2018		S		400	D	\$117.8	380,703 <sup>(1)</sup>	D	
Common shares of beneficial interest	03/14/2018		S		430	D	\$117.81	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	(A)	(D)	Date Exercisable	Expiration Date					
Employee stock option	\$43.48	03/14/2018		M			30,000	02/17/2011 <sup>(2)</sup>	02/17/2019	Common shares of beneficial interest	\$0	74,788	D	

**Explanation of Responses:**

- 1. Shares owned indirectly by wife: 53,879.
- 2. 17,915 options vested on February 17, 2011 and 12,085 options vested on February 17, 2012

**Remarks:**

Dawn M. Becker, by power of attorney 03/16/2018

\*\* 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.