FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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 Section 30(ii) or the investment company Act or 1940	
BECKER DA	Name and Address of Reporting Person* BECKER DAWN M ast) (First) (N 626 EAST JEFFERSON STREET		2. Issuer Name and Ticker or Trading Symbol FEDERAL REALTY INVESTMENT TRUST [FRT] 3. Date of Earliest Transaction (Month/Day/Year) 12/01/2011	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) Exec. VP-General Counse & Sec.
(Street) ROCKVILLE (City)	MD (State)	20852 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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(City) (State) (Zip)								FEISOII		
Table I -	Non-Derivative S	Securities Acq	uired.	Dis	posed of,	or Ben	eficially	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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common shares of beneficial interest	12/01/2011(1)		М		10,000	Α	\$28.01	87,751	D	
Common shares of beneficial interest	12/01/2011(1)		S		100	D	\$88.26	87,651	D	
Common shares of beneficial interest	12/01/2011(1)		S		1,102	D	\$88.24	86,549	D	
Common shares of beneficial interest	12/01/2011(1)		S		200	D	\$88.21	86,349	D	
Common shares of beneficial interest	12/01/2011(1)		S		200	D	\$88.2	86,149	D	
Common shares of beneficial interest	12/01/2011(1)		S		98	D	\$88.17	86,051	D	
Common shares of beneficial interest	12/01/2011(1)		S		201	D	\$88.14	85,850	D	
Common shares of beneficial interest	12/01/2011(1)		S		1	D	\$88.12	85,849	D	
Common shares of beneficial interest	12/01/2011(1)		S		98	D	\$88.11	85,751	D	
Common shares of beneficial interest	12/01/2011(1)		S		103	D	\$88.02	85,648	D	
Common shares of beneficial interest	12/01/2011(1)		S		497	D	\$88	85,151	D	
Common shares of beneficial interest	12/01/2011(1)		S		600	D	\$87.99	84,551	D	
Common shares of beneficial interest	12/01/2011(1)		S		100	D	\$87.95	84,451	D	
Common shares of beneficial interest	12/01/2011(1)		S		100	D	\$87.94	84,351	D	
Common shares of beneficial interest	12/01/2011(1)		S		1	D	\$87.93	84,350	D	
Common shares of beneficial interest	12/01/2011(1)		S		100	D	\$87.92	84,250	D	
Common shares of beneficial interest	12/01/2011(1)		S		400	D	\$87.91	83,850	D	
Common shares of beneficial interest	12/01/2011(1)		S		363	D	\$87.88	83,487	D	
Common shares of beneficial interest	12/01/2011(1)		S		236	D	\$87.87	83,251	D	
Common shares of beneficial interest	12/01/2011(1)		S		200	D	\$87.82	83,051	D	
Common shares of beneficial interest	12/01/2011(1)		S		100	D	\$87.71	82,951	D	
Common shares of beneficial interest	12/01/2011(1)		S		24	D	\$87.68	82,927	D	
Common shares of beneficial interest	12/01/2011(1)		S		76	D	\$87.65	82,851	D	
Common shares of beneficial interest	12/01/2011(1)		S		100	D	\$87.63	82,751	D	
Common shares of beneficial interest	12/01/2011(1)		S		100	D	\$87.56	82,651	D	
Common shares of beneficial interest	12/01/2011(1)		S		100	D	\$87.53	82,551	D	
Common shares of beneficial interest	12/01/2011(1)		S		300	D	\$87.5	82,251	D	
Common shares of beneficial interest	12/01/2011(1)		S		100	D	\$87.42	82,151	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)	Tabbaemed Deriv Execution Date, if any (e.g., (Month/Day/Year)	/ative Transa pulk s(8)	Secu InGAII	CUPITIES ACC ALL SPANATION TO Securities Acquired (A) or Disposed		gi per Eprejed sed of, Expiration bate S _M ଦ୍ଧ ର୍ମ୍ୟାତ୍ୟ ୨ ନ୍ଦ୍ରକ୍ତ nvertil		Or The metherally of Securities โต ธะตุกษาไทยs) Derivative Security (Instr. 3 and 4)		Ownificatof Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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. Transa Code (8)		ef (D) (Instr. & 4 and 5) Derivative Securities Acquired (A) or Distlosed of (D) (Instr.		6. Date Exerci Expiration Dat (Month/Day/Ye Date Exercisable	te	7. Title and Amount of Securities Underlying Derivative Settleffly (Instr. 3 and %) Number of Shares		8. Price of Derivative Security (Instr. 5)	Transaction(s) defivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						,	and 5)	- Date	Expiration		Amount or Number of		(Instr. 4)		
Employee stock option	\$28.01	12/01/2011		M M	V	(A)	(D) 10,000	02/12/2004 ⁽²⁾	Date 02/12/2013	Common shares of beneficial interest	10,000	\$0	10,000 ⁽³⁾	D	

Explanation of Responses:

- 1. This is one of two Form 4s being filed to report one transaction that occurred on December 1, 2011 because the transaction would not fit on one Form 4.
- $2.\ 3,807\ shares\ were\ exercisable\ on\ 2/12/2015\ and\ 3,096\ shares\ were\ exercisable\ on\ 2/12/206.$
- 3. Ms. Becker currently holds a total of 58,144 options.

Remarks:

<u>Dawn M. Becker</u> <u>12/02/2011</u>

** 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.