FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB APPROVAL OMB Number: 3235-

- 1											
	OMB Number:	3235-0287									
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	hours per response:	0.5									

## 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

1. Name and Address of Reporting Person*  Thompson Warren M							2. Issuer Name and Ticker or Trading Symbol FEDERAL REALTY INVESTMENT TRUST [ FRT ]								olicable) ctor	10	o Issuer % Owner ner (specify	
(Last) (First) (Middle) 1626 EAST JEFFERSON STREET							3. Date of Earliest Transaction (Month/Day/Year) 01/03/2011										ow)	
(Street) ROCKVILLE MD 20852-4041  (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)								Lin	e) X Forr Forr	′			
	Tabl	e I - Non	-Deriv	ative	Se	curitie	s Ac	quired	Dis	posed o	f, or I	3ene	ficia	lly Own	ed			
Date						Execution Date ay/Year) if any			r, Transaction Disposed Code (Instr. 5)					d Secur Benef Owne	ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect	
					Code	v	Amount	(A (D	) or )	Price	Trans	action(s)		()				
shares of b	/2011			A		642		A	\$0		3,344	D						
	Та													Owned				
e of titve Conversion or Exercise Price of Derivative Security  3. Transaction Date Execution Date, if any (Month/Day/Year)			Date, y/Year)	Transa Code ( 8)	ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)			Amoun or Number of		unt ber	Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownersi Form: Direct (E or Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)	
	(Fi ST JEFFER  ILLE M  (SI  Security (Inst  shares of br  2. Conversion or Exercise Price of Derivative	(First) ( ST JEFFERSON STREET  ILLE MD 2  (State) (  Tabl  Security (Instr. 3)  shares of beneficial interest  Ta  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) ST JEFFERSON STREET  ILLE MD 20852-404  (State) (Zip)  Table I - Non Security (Instr. 3)  shares of beneficial interest  Table II - D (6  2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day (M	(First) (Middle)  ST JEFFERSON STREET  ILLE MD 20852-4041  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  2. Trans- Date (Month/It  shares of beneficial interest 01/03  Table II - Derivati (e.g., pt  2. Trans- Date (Month/It)  3. Transaction Date (if any) (Month/Day/Year)  Price of Derivative Security  2. Transaction (Month/Day/Year)  3. Transaction Date (if any) (Month/Day/Year)	SON WARTEN M  (First) (Middle)  ST JEFFERSON STREET  (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  Table II - Derivative S (e.g., puts, concentrative of Derivative Security  2. Transaction Date (Month/Day/Year)  Table III - Derivative S (e.g., puts, concentrative Security  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  2. Table III - Derivative S (e.g., puts, concentrative Security)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	FEDE TRUS   SON WARTEN M   ST JEFFERSON STREET   3. Date of 01/03/2   4. If Ame	Son Warren M   FEDERAL TRUST   FEDERAL TRUST	FEDERAL REA TRUST [FRT]  3. Date of Earliest Trans 01/03/2011  4. If Amendment, Date of Security (Instr. 3)  Table I - Non-Derivative Securities Acc Month/Day/Year)  Table II - Derivative Securities Acqu (e.g., puts, calls, warrants,  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  Table II - Derivative Securities Acqu (e.g., puts, calls, warrants,  3. Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acqu (e.g., puts, calls, warrants,  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)	FEDERAL REALTY I TRUST [ FRT ]  3. Date of Earliest Transaction (No 01/03/2011  4. If Amendment, Date of Origina  Table I - Non-Derivative Securities Acquired, (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security  3. Transaction (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, option of Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date  Date	FEDERAL REALTY INVITUAL TRUST [FRT]  (First) (Middle)  ST JEFFERSON STREET  Table I - Non-Derivative Securities Acquired, Dissecurity (Instr. 3)  Table I - Non-Derivative Securities Acquired, Dissecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Shares of beneficial interest  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  A Date FEDERAL REALTY INVITUAL TRUST [FRT]  3. Date of Earliest Transaction (Month/Day/2011)  4. If Amendment, Date of Original Filed Execution Date, if any (Month/Day/Year)  5. Number of Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Date Date Date Date	FEDERAL REALTY INVESTME TRUST [FRT]  3. Date of Earliest Transaction (Month/Day/Year) 01/03/2011  4. If Amendment, Date of Original Filed (Month/Day/Year) 1. If Amen	FEDERAL REALTY INVESTMENT TRUST [FRT]  3. Date of Earliest Transaction (Month/Day/Year) 01/03/2011  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Executity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Shares of beneficial interest  1. Table II - Derivative Securities Acquired, Disposed of (Disposed of (Dispo	FEDERAL REALTY INVESTMENT TRUST [ FRT ]  3. Date of Earliest Transaction (Month/Day/Year) 01/03/2011  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Bene Executive (Month/Day/Year)  (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 8)  Code V Amount (A) or (D)  Shares of beneficial interest  1. Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible Securities (e.g., puts, calls, warrants, options, convertible Securities Acquired (A) or Disposed Of (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible Securities (P)  (Month/Day/Year)  A 642 A  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible Securities (P)  (Month/Day/Year)  A 642 A  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible Securities (Month/Day/Year)  (Month/Day/Year)  A 642 A  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible Securities (Month/Day/Year)  (Month/Day/Year)  A 642 A  A 642 A  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible Securities (Month/Day/Year)  (Month/Day/Year)  A 642 A  A 643 A  A 644 A  A 645 A  A 646 A  A 647 A  A 648 A  A 649 A  A 640	Son Warren M   FEDERAL REALTY INVESTMENT   TRUST [FRT]	FEDERAL REALTY INVESTMENT TRUST [FRT]  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warramts, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warramts, options, convertible Securities)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warramts, options, convertible Securities)  3. Transaction Disposed of (D) (Instr. 3, 4 and 542 A \$0  Table III - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed of, or Beneficially Owned (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed of, or Beneficially Owned (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (Month/Day/Year)  5. Amage (Check all app X Direction Of Disposed of (D) (Instr. 3, 4 and 5)  5. Amage (Check all app X Direction Of Disposed Of (D) (Instr. 3, 4 and 5)  8. Price of Derivative Securities Acquired (Month/Day/Year)  8. Price of Date (Mon	FEDERAL REALTY INVESTMENT TRUST [FRT]  3. Date of Earliest Transaction (Month/Day/Year) 01/03/2011  4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Transaction Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  shares of beneficial interest  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction (Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Number of Derivative Securities Operivative Securities (Month/Day/Year)  2. Date Execution Date (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. Deemed Execution Date (e.g., puts, calls, warrants, options, convertible securities)  2. Date Execution Date (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. Deemed Execution Date (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction (Month/Day/Year)  4. Deemed Execution Date (month/Day/Year)  5. Number of Derivative Securities (Month/Day/Year)  6. Individual or Joint/Group  A. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Number of Derivative Securities (Month/Day/Year)  6. Individual or Joint/Group  A. Securities Acquired (A) or Disposed of (D) (D) (Instr. 3, 4 and 5)  5. Number of Derivative Securities (Month/Day/Year)  6. Individual or Joint/Group  A. Securities Acquired (A) or Disposed of (D) (D) (Instr. 3, 4 and 5)  6. Individual or Joint/Group  A. Securities Acquired (A) or Disposed of (D) (D) (Instr. 3, 4 and 4)  6. Individual or Joi	FEDERAL REALTY INVESTMENT TRUST FRT ]  3. Date of Earliest Transaction (Month/Day/Year)  Officer (give title below)  ST JEFFERSON STREET  ILLE MD 20852-4041  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction (Month/Day/Year)  Date (Month/Day/Year)  (Month/Day/Year)  Person  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Shares of beneficial interest  01/03/2011  A 642  A \$0  3. A Deemed Execution Date (e.g., puts, calls, warrants, options, convertible Securities)  Price of Month/Day/Year)  A 642  A \$0  3. Transaction (D) (Instr. 3)  A \$0  3. A \$0  3. A \$0  3. A Deemed Execution Date (all) of Derivative Securities Acquired (A) or Derivative Securities Acquired (B) or Derivative Securities Se	

**Explanation of Responses:** 

Remarks:

<u>Dawn M. Becker, by power of attorney</u>

01/03/2011

\*\* 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.