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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Federal Realty Investment Trust

(Name of Issuer)

Common (Title of Class of Securities)

Check the following box if a fee is being paid with this statement [] (A fee is not required only if the person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in prior coverage.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (2/92)

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SCHEDULE 13G								
CUSIP No. 053469102	Page 2 of 4 Pages							
1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON								
Cohen & Steers Capital Management, Inc. 13-335336								
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) []							
3) SEC USE ONLY								
4) CITIZENSHIP OR PLACE OF ORGANIZATION								

New York

	NUMBER OF SHARES	5)	SOLE VOTING POWER 3,355,700				
BENEI OWNEI EACH REPOI	BENEFICIALLY OWNED BY	6)	SHARED VOTING POWER				
	REPORTING PERSON	7)	SOLE DISPOSITIVE POWER 3,916,900				
	WITH	8)	SHARED DISPOSITIVE POWER				
9)	AGGREGATE AMO	UNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
3,916,900							
10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
	[]						
11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	10.02%						
12) TYPE OF REPORTING PERSON							
	IA						
*SEE INSTRUCTIONS BEFORE FILLING OUT!							
Page 2							

SCHEDULE 13G

Item 1(a) Name of Issuer

Federal Realty Investment Trust

Item 1(b) Address of Issuer's Principal Executive Office

Ms. Mary Jane Morrow, Senior Vice President of Finance 1626 East Jefferson Street Rockville, MD 20852

Item 2(a) Name of Person Filing

Cohen & Steers Capital Management, Inc.

Item 2(b) Address of Principal Business Office

757 Third Avenue New York, New York 10017

Item 2(c) Citizenship

USA

Item 2(d) Title of Class of Securities

Common

- Item 2(e) CUSIP Number
- 313747206 Item 3. If this statement is filed pursuant to Rule 13d-l(b), or 13d-2(b), check whether the person filing is a
 - (a) [] Broker or Dealer registered under Section 15 of the Act
 - (b) [] Bank as defined in Section 3(a)(6) of the Act

 - (d) [] Investment Company registered under Section 8 of the Investment Company Act
 - (e) [X] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
 - (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F)
 - (g) [] Parent Holding Company, in accordance with Section 240.13d-l(ii)(G) (Note: See Item 7)
 - (h) [] Group, in accordance with Section 240.13d-1(b)(1)(ii)(H)

Item 4 Ownership

	(a)	Amount	of Shares Beneficially Owned	3,916,900				
	(b)	Percen	t of Class	10.02%				
	(c)	Number of Shares as to which such person has:						
		(i)	sole power to vote or to direct the vote		3,355,700			
		(ii)						
		(iii)	3,916,900					
		(iv)	shared power to dispose or to di the disposition of	rect				
Ownership of Five Percent or Less of a Class								

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. []

Item 6 Ownership of More than Five Percent on Behalf of Another Person

NA

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

NA

Item 8 Identification and Classification of Members of the Group

NA

Item 9 Notice of Dissolution of the Group

NA

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 5, 1997

Robert H. Steers, Chairman Name and Title