

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>BECKER DAWN M</u>  (Last) (First) (Middle) 1626 EAST JEFFERSON STREET  (Street) ROCKVILLE MD 20852  (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) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP-General Counsel &amp; Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/09/2016	

**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	05/09/2016		M		13,314	A	\$73.03	127,768	D	
Common shares of beneficial interest	05/09/2016		S		200	D	\$158.56	127,568	D	
Common shares of beneficial interest	05/09/2016		S		1,600	D	\$158.55	125,968	D	
Common shares of beneficial interest	05/09/2016		S		100	D	\$158.53	125,868	D	
Common shares of beneficial interest	05/09/2016		S		800	D	\$158.51	125,068	D	
Common shares of beneficial interest	05/09/2016		S		800	D	\$158.49	124,268	D	
Common shares of beneficial interest	05/09/2016		S		3,701	D	\$158.48	120,567	D	
Common shares of beneficial interest	05/09/2016		S		943	D	\$158.47	119,624	D	
Common shares of beneficial interest	05/09/2016		S		115	D	\$158.46	119,509	D	
Common shares of beneficial interest	05/09/2016		S		801	D	\$158.45	118,708	D	
Common shares of beneficial interest	05/09/2016		S		100	D	\$158.44	118,608	D	
Common shares of beneficial interest	05/09/2016		S		700	D	\$158.43	117,908	D	
Common shares of beneficial interest	05/09/2016		S		1,600	D	\$158.42	116,308	D	
Common shares of beneficial interest	05/09/2016		S		600	D	\$158.41	115,708	D	
Common shares of beneficial interest	05/09/2016		S		200	D	\$158.4	115,508	D	
Common shares of beneficial interest	05/09/2016		S		700	D	\$158.39	114,808	D	
Common shares of beneficial interest	05/09/2016		S		100	D	\$158.24	114,708	D	
Common shares of beneficial interest	05/09/2016		S		254	D	\$158.23	114,454	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		Date Exercisable	Expiration Date					
Employee stock option	\$73.03	05/09/2016		M		13,314	02/10/2011 <sup>(1)</sup>	02/10/2018	Common shares of beneficial interest	\$0	26,627 <sup>(2)</sup>	D	

**Explanation of Responses:**

- 1. 8,876 shares were exercisable on 2/10/2011 and 4,438 shares were exercisable on 2/10/2012.
- 2. Ms. Becker currently holds a total of 26,627 options.

**Remarks:**

Dawn M. Becker

05/11/2016

\*\* 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.

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