

**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

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1. Name and Address of Reporting Person* <u>FAEDER DAVID W</u>  (Last) (First) (Middle) <u>1626 EAST JEFFERSON STREET</u>  (Street) <u>ROCKVILLE MD 20852-4041</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FEDERAL REALTY INVESTMENT TRUST [ FRT ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2013</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	02/27/2013		M		2,500	A	\$31.31	7,826	D	
Common shares of beneficial interest	02/27/2013		S		300	D	\$107.16	7,526	D	
Common shares of beneficial interest	02/27/2013		S		200	D	\$107.15	7,326	D	
Common shares of beneficial interest	02/27/2013		S		400	D	\$107.14	6,926	D	
Common shares of beneficial interest	02/27/2013		S		200	D	\$107.13	6,726	D	
Common shares of beneficial interest	02/27/2013		S		190	D	\$107.12	6,536	D	
Common shares of beneficial interest	02/27/2013		S		400	D	\$107.11	6,136	D	
Common shares of beneficial interest	02/27/2013		S		300	D	\$107.1	5,836	D	
Common shares of beneficial interest	02/27/2013		S		100	D	\$107.09	5,736	D	
Common shares of beneficial interest	02/27/2013		S		119	D	\$107.08	5,617	D	
Common shares of beneficial interest	02/27/2013		S		81	D	\$107.07	5,536	D	
Common shares of beneficial interest	02/27/2013		S		200	D	\$107.01	5,336	D	
Common shares of beneficial interest	02/27/2013		S		10	D	\$106.97	5,326	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					
Trustee Share Option	\$31.31	02/27/2013		M			2,500	11/07/2003	05/07/2013	Common shares of beneficial interest	\$0	0	D	

Explanation of Responses:

Remarks:

Dawn M. Becker, by power of attorney 02/28/2013

\*\* 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.