
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) May 2, 2012

Federal Realty Investment Trust

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-07533
(Commission
File Number)

52-0782497
(IRS Employer
Identification No.)

1626 East Jefferson Street, Rockville, Maryland
(Address of principal executive offices)

20852-4041
(Zip Code)

Registrant's telephone number including area code: 301/998-8100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of shareholders of the Trust was held on May 2, 2012 in Bethesda, Maryland. The following table sets forth the matters presented for a vote by the shareholders and the voting results with respect to such matters:

<u>Matter</u>	<u>Votes For</u>	<u>Votes Withheld/ Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Proposal 1: Election of Trustees				
Jon E. Bortz	53,937,657	251,075	0	3,795,500
David W. Faeder	50,637,993	3,550,739	0	3,795,500
Kristin Gamble	52,872,056	1,316,676	0	3,795,500
Gail P. Steinel	53,150,922	1,037,810	0	3,795,500
Warren M. Thompson	53,840,428	348,303	0	3,795,500
Joseph S. Vassaluzzo	53,196,433	992,299	0	3,795,500
Donald C. Wood	54,136,523	52,209	0	3,795,500
Proposal 2: Ratification of the appointment of Grant Thornton LLP as the Trust's independent registered public accounting firm for the year ending December 31, 2012	57,211,307	743,465	29,459	0
Proposal 3: Advisory vote on compensation of our named executive officers	52,296,957	1,781,748	110,025	3,795,503

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FEDERAL REALTY INVESTMENT TRUST

Date: May 4, 2012

/s/ Dawn M. Becker

Dawn M. Becker
Executive Vice President-General Counsel and Secretary