

FINGER LARRY E
Form 4
May 11, 2005

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FINGER LARRY E

2. Issuer Name **and** Ticker or Trading
Symbol
FEDERAL REALTY
INVESTMENT TRUST [FRT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1626 EAST JEFFERSON STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive VP - CFO & Treasurer

ROCKVILLE, MD 20852

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common shares of beneficial interest	05/11/2005		M		45,000	A	\$ 25.16	93,951 D
Common shares of beneficial interest	05/11/2005		S		100	D	\$ 55.45	93,851 D
Common shares of beneficial interest	05/11/2005		S		400	D	\$ 55.5	93,451 D

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Common shares of beneficial interest	05/11/2005	S	200	D	\$ 55.51	93,251	D
Common shares of beneficial interest	05/11/2005	S	300	D	\$ 55.52	92,951	D
Common shares of beneficial interest	05/11/2005	S	4,700	D	\$ 55.53	88,251	D
Common shares of beneficial interest	05/11/2005	S	1,200	D	\$ 55.54	87,051	D
Common shares of beneficial interest	05/11/2005	S	3,000	D	\$ 55.55	84,051	D
Common shares of beneficial interest	05/11/2005	S	2,100	D	\$ 55.56	81,951	D
Common shares of beneficial interest	05/11/2005	S	2,700	D	\$ 55.57	79,251	D
Common shares of beneficial interest	05/11/2005	S	500	D	\$ 55.58	78,751	D
Common shares of beneficial interest	05/11/2005	S	4,400	D	\$ 55.59	74,351	D
Common shares of beneficial interest	05/11/2005	S	15,300	D	\$ 55.6	59,051	D
Common shares of beneficial interest	05/11/2005	S	3,900	D	\$ 55.61	55,151	D
	05/11/2005	S	1,400	D		53,751	D

Common shares of beneficial interest					\$ 55.62		
Common shares of beneficial interest	05/11/2005	S	2,400	D	\$ 55.65	51,351	D
Common shares of beneficial interest	05/11/2005	S	100	D	\$ 55.66	51,251	D
Common shares of beneficial interest	05/11/2005	S	2,300	D	\$ 55.67	48,951	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 25.16	05/11/2005		M	45,000	02/28/2005 ⁽¹⁾ 02/28/2012	Common shares of beneficial interest 45,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

FINGER LARRY E
1626 EAST JEFFERSON STREET
ROCKVILLE, MD 20852

Executive VP
- CFO &
Treasurer

Signatures

Dawn M. Becker, by power of
attorney

05/11/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 17,719 shares were exercisable on 2/28/04 and 27,281 shares were exercisable on 2/28/05.

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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