

Blocher Andrew P  
Form 4  
August 16, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Blocher Andrew P

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)  
08/14/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP-Former SVP CFO & Treasurer

ROCKVILLE, MD 20852

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (Instr. 4) |   |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                      |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |
| Common shares of beneficial interest | 08/14/2012                           |  | M                              |   | 5,625   | A  | \$ 67.66 34,456.4                 | D |
| Common shares of beneficial interest | 08/14/2012                           |  | M                              |   | 4,921   | A  | \$ 92.3 39,377.4                  | D |
| Common shares of beneficial interest | 08/14/2012                           |  | M                              |   | 4,498   | A  | \$ 73.03 43,875.4                 | D |

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|                                      |            |   |        |   |           |          |   |
|--------------------------------------|------------|---|--------|---|-----------|----------|---|
| Common shares of beneficial interest | 08/14/2012 | M | 11,704 | A | \$ 43.48  | 55,579.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 100    | D | \$ 105.26 | 55,479.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 100    | D | \$ 105.24 | 55,379.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 100    | D | \$ 105.23 | 55,279.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 200    | D | \$ 105.22 | 55,079.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 300    | D | \$ 105.21 | 54,779.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 148    | D | \$ 105.2  | 54,631.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 100    | D | \$ 105.17 | 54,531.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 100    | D | \$ 105.16 | 54,431.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 100    | D | \$ 105.15 | 54,331.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 100    | D | \$ 105.13 | 54,231.4 | D |
|                                      | 08/14/2012 | S | 100    | D |           | 54,131.4 | D |

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|                                      |            |   |       |   |           |          |   |
|--------------------------------------|------------|---|-------|---|-----------|----------|---|
| Common shares of beneficial interest |            |   |       |   | \$ 105.12 |          |   |
| Common shares of beneficial interest | 08/14/2012 | S | 300   | D | \$ 105.11 | 53,831.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 400   | D | \$ 105.09 | 53,431.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 900   | D | \$ 105.08 | 52,531.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 300   | D | \$ 105.07 | 52,231.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 400   | D | \$ 105.06 | 518,431  | D |
| Common shares of beneficial interest | 08/14/2012 | S | 2,200 | D | \$ 105.05 | 49,631.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 800   | D | \$ 105.04 | 48,831.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 3,702 | D | \$ 105.03 | 45,129.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 5,898 | D | \$ 105.02 | 39,231.4 | D |
| Common shares of beneficial interest | 08/14/2012 | S | 2,300 | D | \$ 105.01 | 36,931.4 | D |
|                                      | 08/14/2012 | S | 8,100 | D | \$ 105    | 28,831.4 | D |

Common shares of beneficial interest

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                            |
| Employee Share Option                      | \$ 67.66   | 08/14/2012                           |  | M                              | 5,625   | 02/16/2007 <sup>(1)</sup> 02/16/2016                     | Common shares of beneficial interest 5,625                  |
| Employee Share Option                      | \$ 92.3  | 08/14/2012                           |  | M                              | 4,921   | 02/12/2008 <sup>(2)</sup> 02/12/2017                     | Common shares of beneficial interest 4,921                  |
| Employee Share Option                      | \$ 73.03   | 08/14/2012                           |  | M                              | 4,498   | 02/10/2009 <sup>(3)</sup> 02/10/2018                     | Common shares of beneficial interest 4,498                  |
| Employee Share Option                      | \$ 43.48   | 08/14/2012                           |  | M                              | 11,704  | 02/17/2012 02/17/2019                                    | Common shares of beneficial interest 11,704                 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                                |       |
|--------------------------------|---------------|-----------|--------------------------------|-------|
|                                | Director      | 10% Owner | Officer                        | Other |
|                                |               |           | SVP-Former SVP CFO & Treasurer |       |

Blocher Andrew P  
1626 EAST JEFFERSON STREET  
ROCKVILLE, MD 20852

## Signatures

Dawn M. Becker, by power of  
attorney

08/16/2012

\_\_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) 1,125 options vested on each of 2/16/2007; 2/16/2008; 2/16/2009; 2/16/2010 and 2/16/2011.

(2) 984 options vested on each of 2/12/2008; 2/12/2009; 2/12/2011; 2/12/2012 and 985 options vested on 2/12/2010.

(3) 1,125 options vested on each of 2/10/2009 and 2/10/2011 and 1,124 options vested on each of 2/10/2010 and 2/10/2012.

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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