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BURKE & HERBERT BANK & TRUST CO
Form 13F-HR
July 11, 2012

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

Form 13F
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 6/30/2012
Check here if Amendment ; Amendment Number:

This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Burke & Herbert Bank & Trust Co.

Address: PO Box 268 Alexandria

Form 13F File Number: 028-05313

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this submission.

Persons Signing this Report on Behalf of Reporting Manager:

Name: M. Patricia Barron
Title: Principal Vice President & Senior Trust Officer
Phone: 703-549-6600

Signature, Place, and Date of Signing:

| | | |
|------------------------|----------------|----------|
| /s/ M. Patricia Barron | Alexandria, VA | 7/6/2012 |
| ----- | ----- | ----- |
| [Signature] | [City, State] | [Date] |

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 159

Form 13F Information Table Value Total: \$ 86,606

(In Thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

FORM 13F INFORMATION TABLE

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | |
|------------------------------|----------------|-----------|--------------------|--------------------|---------------------|--------------------------|---------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION | OTHER MANA |
| DE MASTER BLENDE | | B7WCX92 | 93 | 6,475 | SH | SOLE | |
| DE MASTER BLENDE | | B7WCX92 | 55 | 3,800 | SH | DEFINED | |
| AT&T INC | COM | 00206R102 | 858 | 24,049 | SH | SOLE | |
| AT&T INC | COM | 00206R102 | 943 | 26,453 | SH | DEFINED | |
| ABBOTT LABS | COM | 002824100 | 472 | 7,325 | SH | SOLE | |
| ABBOTT LABS | COM | 002824100 | 739 | 11,460 | SH | DEFINED | |
| ALTRIA GROUP INC | COM | 02209S103 | 679 | 19,645 | SH | SOLE | |
| ALTRIA GROUP INC | COM | 02209S103 | 231 | 6,700 | SH | DEFINED | |
| AMERICAN EXPRESS CO | COM | 025816109 | 293 | 5,041 | SH | SOLE | |
| AMERICAN EXPRESS CO | COM | 025816109 | 76 | 1,300 | SH | DEFINED | |
| APPLE INC | COM | 037833100 | 514 | 880 | SH | SOLE | |
| APPLE INC | COM | 037833100 | 1,077 | 1,845 | SH | DEFINED | |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 21 | 374 | SH | SOLE | |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 262 | 4,700 | SH | DEFINED | |
| BB&T CORP | COM | 054937107 | 58 | 1,869 | SH | SOLE | |
| BB&T CORP | COM | 054937107 | 194 | 6,300 | SH | DEFINED | |
| BP PLC | SPONSORED ADR | 055622104 | 541 | 13,340 | SH | SOLE | |
| BP PLC | SPONSORED ADR | 055622104 | 80 | 1,966 | SH | DEFINED | |
| BANCO BILBAO VIZCAYA ARGENTA | SPONSORED ADR | 05946K101 | 101 | 14,283 | SH | SOLE | |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 61 | 7,460 | SH | SOLE | |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 230 | 28,152 | SH | DEFINED | |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 3 | 150 | SH | SOLE | |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 370 | 16,839 | SH | DEFINED | |
| BAXTER INTL INC | COM | 071813109 | 151 | 2,850 | SH | SOLE | |
| BAXTER INTL INC | COM | 071813109 | 187 | 3,525 | SH | DEFINED | |
| BERKSHIRE HATHAWAY INC DEL | CL A | 084670108 | 500 | 4 | SH | SOLE | |
| BOEING CO | COM | 097023105 | 208 | 2,802 | SH | SOLE | |

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|------------------------------|------------|-----------|-------|--------|----|---------|
| BOEING CO | COM | 097023105 | 126 | 1,700 | SH | DEFINED |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 345 | 9,596 | SH | SOLE |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 234 | 6,520 | SH | DEFINED |
| BURKE&HERBERT B&T ALEXANDRIA | COM | 121331102 | 9,919 | 4,433 | SH | SOLE |
| BURKE&HERBERT B&T ALEXANDRIA | COM | 121331102 | 1,833 | 819 | SH | DEFINED |
| CIGNA CORPORATION | COM | 125509109 | 668 | 15,180 | SH | DEFINED |
| CHEVRON CORP NEW | COM | 166764100 | 858 | 8,136 | SH | SOLE |
| CHEVRON CORP NEW | COM | 166764100 | 2,255 | 21,379 | SH | DEFINED |
| CISCO SYS INC | COM | 17275R102 | 214 | 12,453 | SH | SOLE |
| CISCO SYS INC | COM | 17275R102 | 124 | 7,250 | SH | DEFINED |
| CITIGROUP INC | COM NEW | 172967424 | 24 | 865 | SH | SOLE |
| CITIGROUP INC | COM NEW | 172967424 | 319 | 11,638 | SH | DEFINED |
| COCA COLA CO | COM | 191216100 | 840 | 10,739 | SH | SOLE |
| COCA COLA CO | COM | 191216100 | 684 | 8,750 | SH | DEFINED |
| COLGATE PALMOLIVE CO | COM | 194162103 | 353 | 3,395 | SH | SOLE |
| COLGATE PALMOLIVE CO | COM | 194162103 | 203 | 1,950 | SH | DEFINED |
| COMCAST CORP NEW | CL A | 20030N101 | 178 | 5,578 | SH | SOLE |
| COMCAST CORP NEW | CL A | 20030N101 | 66 | 2,065 | SH | DEFINED |
| CONOCOPHILLIPS | COM | 20825C104 | 75 | 1,340 | SH | SOLE |
| CONOCOPHILLIPS | COM | 20825C104 | 179 | 3,200 | SH | DEFINED |
| DISNEY WALT CO | COM DISNEY | 254687106 | 281 | 5,792 | SH | SOLE |
| DISNEY WALT CO | COM DISNEY | 254687106 | 310 | 6,400 | SH | DEFINED |
| DOMINION RES INC VA NEW | COM | 25746U109 | 552 | 10,220 | SH | SOLE |
| DOMINION RES INC VA NEW | COM | 25746U109 | 431 | 7,974 | SH | DEFINED |
| DOW CHEM CO | COM | 260543103 | 16 | 500 | SH | SOLE |
| DOW CHEM CO | COM | 260543103 | 217 | 6,900 | SH | DEFINED |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 474 | 9,372 | SH | SOLE |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 609 | 12,041 | SH | DEFINED |
| EMERSON ELEC CO | COM | 291011104 | 132 | 2,824 | SH | SOLE |
| EMERSON ELEC CO | COM | 291011104 | 110 | 2,360 | SH | DEFINED |
| EXELON CORP | COM | 30161N101 | 97 | 2,582 | SH | SOLE |
| EXELON CORP | COM | 30161N101 | 171 | 4,550 | SH | DEFINED |
| EXPRESS SCRIPTS HLDG CO | COM | 30219G108 | 197 | 3,531 | SH | SOLE |

FORM 13F INFORMATION TABLE

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 |
|-------------------------------|----------------|-----------|--------------------|--------------------|---------------------|----------------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION MANA |
| EXPRESS SCRIPTS HLDG CO | COM | 30219G108 | 71 | 1,272 | SH | DEFINED |
| EXXON MOBIL CORP | COM | 30231G102 | 3,266 | 38,172 | SH | SOLE |
| EXXON MOBIL CORP | COM | 30231G102 | 5,290 | 61,826 | SH | DEFINED |
| FEDERAL REALTY INVT TR | SH BEN INT NEW | 313747206 | 952 | 9,150 | SH | DEFINED |
| FREEMPORT-MCMORAN COPPER & GO | COM | 35671D857 | 795 | 23,342 | SH | DEFINED |
| GENERAL ELECTRIC CO | COM | 369604103 | 1,840 | 88,314 | SH | SOLE |
| GENERAL ELECTRIC CO | COM | 369604103 | 2,306 | 110,673 | SH | DEFINED |
| GENERAL MLS INC | COM | 370334104 | 99 | 2,580 | SH | SOLE |
| GENERAL MLS INC | COM | 370334104 | 158 | 4,100 | SH | DEFINED |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 139 | 3,061 | SH | SOLE |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 78 | 1,705 | SH | DEFINED |
| GOOGLE INC | CL A | 38259P508 | 32 | 55 | SH | SOLE |
| GOOGLE INC | CL A | 38259P508 | 180 | 310 | SH | DEFINED |
| HALLIBURTON CO | COM | 406216101 | 6 | 200 | SH | SOLE |
| HALLIBURTON CO | COM | 406216101 | 230 | 8,100 | SH | DEFINED |

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|------------------------------|-----------------|-----------|-------|--------|----|---------|
| HEWLETT PACKARD CO | COM | 428236103 | 366 | 18,176 | SH | SOLE |
| HEWLETT PACKARD CO | COM | 428236103 | 217 | 10,775 | SH | DEFINED |
| HOME DEPOT INC | COM | 437076102 | 168 | 3,175 | SH | SOLE |
| HOME DEPOT INC | COM | 437076102 | 285 | 5,383 | SH | DEFINED |
| HONEYWELL INTL INC | COM | 438516106 | 277 | 4,962 | SH | SOLE |
| HONEYWELL INTL INC | COM | 438516106 | 73 | 1,300 | SH | DEFINED |
| INTEL CORP | COM | 458140100 | 394 | 14,778 | SH | SOLE |
| INTEL CORP | COM | 458140100 | 221 | 8,275 | SH | DEFINED |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 927 | 4,742 | SH | SOLE |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 603 | 3,082 | SH | DEFINED |
| ISHARES TR | S&P 500 INDEX | 464287200 | 303 | 2,215 | SH | SOLE |
| ISHARES TR | S&P 500 INDEX | 464287200 | 21 | 150 | SH | DEFINED |
| ISHARES TR | BARCLY USAGG B | 464287226 | 540 | 4,850 | SH | SOLE |
| ISHARES TR | MSCI EAFE INDEX | 464287465 | 146 | 2,914 | SH | SOLE |
| ISHARES TR | MSCI EAFE INDEX | 464287465 | 60 | 1,200 | SH | DEFINED |
| ISHARES TR | RUSSELL 3000 | 464287689 | 263 | 3,270 | SH | DEFINED |
| ISHARES TR | DJ US INDEX FD | 464287846 | 223 | 3,265 | SH | SOLE |
| JPMORGAN CHASE & CO | COM | 46625H100 | 149 | 4,157 | SH | SOLE |
| JPMORGAN CHASE & CO | COM | 46625H100 | 99 | 2,770 | SH | DEFINED |
| JOHNSON & JOHNSON | COM | 478160104 | 2,802 | 41,474 | SH | SOLE |
| JOHNSON & JOHNSON | COM | 478160104 | 639 | 9,460 | SH | DEFINED |
| JOHNSON CTLS INC | COM | 478366107 | 205 | 7,400 | SH | DEFINED |
| KIMBERLY CLARK CORP | COM | 494368103 | 347 | 4,139 | SH | SOLE |
| KIMBERLY CLARK CORP | COM | 494368103 | 247 | 2,948 | SH | DEFINED |
| KRAFT FOODS INC | CL A | 50075N104 | 501 | 12,974 | SH | SOLE |
| KRAFT FOODS INC | CL A | 50075N104 | 76 | 1,961 | SH | DEFINED |
| LOCKHEED MARTIN CORP | COM | 539830109 | 199 | 2,280 | SH | SOLE |
| LOCKHEED MARTIN CORP | COM | 539830109 | 58 | 665 | SH | DEFINED |
| MANULIFE FINL CORP | COM | 56501R106 | 87 | 7,988 | SH | SOLE |
| MANULIFE FINL CORP | COM | 56501R106 | 191 | 17,508 | SH | DEFINED |
| MCDONALDS CORP | COM | 580135101 | 297 | 3,354 | SH | SOLE |
| MCDONALDS CORP | COM | 580135101 | 128 | 1,450 | SH | DEFINED |
| MEDTRONIC INC | COM | 585055106 | 221 | 5,694 | SH | SOLE |
| MEDTRONIC INC | COM | 585055106 | 254 | 6,550 | SH | DEFINED |
| MERCK & CO INC NEW | COM | 58933Y105 | 485 | 11,625 | SH | SOLE |
| MERCK & CO INC NEW | COM | 58933Y105 | 723 | 17,315 | SH | DEFINED |
| MICROSOFT CORP | COM | 594918104 | 334 | 10,929 | SH | SOLE |
| MICROSOFT CORP | COM | 594918104 | 564 | 18,425 | SH | DEFINED |
| MONSANTO CO NEW | COM | 61166W101 | 151 | 1,824 | SH | SOLE |
| MONSANTO CO NEW | COM | 61166W101 | 57 | 684 | SH | DEFINED |
| NEXTERA ENERGY INC | COM | 65339F101 | 319 | 4,632 | SH | SOLE |
| NEXTERA ENERGY INC | COM | 65339F101 | 186 | 2,700 | SH | DEFINED |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 559 | 7,789 | SH | SOLE |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 445 | 6,200 | SH | DEFINED |
| OMNICOM GROUP INC | COM | 681919106 | 19 | 400 | SH | SOLE |

FORM 13F INFORMATION TABLE

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | |
|-------------------|----------------|-----------|--------------------|--------------------|---------------------|--------------------------|-------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION | OTH MANA |
| OMNICOM GROUP INC | COM | 681919106 | 194 | 4,000 | SH | DEFINED | |
| ORACLE CORP | COM | 68389X105 | 127 | 4,284 | SH | SOLE | |
| ORACLE CORP | COM | 68389X105 | 191 | 6,430 | SH | DEFINED | |

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|-----------------------------|----------------|-----------|-------|---------|----|---------|
| PPG INDS INC | COM | 693506107 | 313 | 2,950 | SH | SOLE |
| PEPSICO INC | COM | 713448108 | 640 | 9,055 | SH | SOLE |
| PEPSICO INC | COM | 713448108 | 846 | 11,973 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 1,063 | 46,203 | SH | SOLE |
| PFIZER INC | COM | 717081103 | 1,393 | 60,546 | SH | DEFINED |
| PHILIP MORRIS INTL INC | COM | 718172109 | 1,733 | 19,861 | SH | SOLE |
| PHILIP MORRIS INTL INC | COM | 718172109 | 571 | 6,542 | SH | DEFINED |
| PROCTER & GAMBLE CO | COM | 742718109 | 521 | 8,501 | SH | SOLE |
| PROCTER & GAMBLE CO | COM | 742718109 | 483 | 7,891 | SH | DEFINED |
| PROTECTIVE LIFE CORP | COM | 743674103 | 6,837 | 232,488 | SH | SOLE |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 542 | 80,351 | SH | SOLE |
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 362 | 5,370 | SH | SOLE |
| SPDR SERIES TRUST | BRCLYS YLD ETF | 78464A417 | 248 | 6,287 | SH | SOLE |
| SPDR SERIES TRUST | BRCLYS YLD ETF | 78464A417 | 316 | 8,000 | SH | DEFINED |
| SCHLUMBERGER LTD | COM | 806857108 | 224 | 3,453 | SH | SOLE |
| SCHLUMBERGER LTD | COM | 806857108 | 103 | 1,590 | SH | DEFINED |
| SPACE PROPULSION SYS INC | COM | 846192102 | 0 | 16,250 | SH | SOLE |
| 3M CO | COM | 88579Y101 | 563 | 6,288 | SH | SOLE |
| 3M CO | COM | 88579Y101 | 310 | 3,458 | SH | DEFINED |
| TRAVELERS COMPANIES INC | COM | 8.942E113 | 3 | 45 | SH | SOLE |
| TRAVELERS COMPANIES INC | COM | 8.942E113 | 282 | 4,421 | SH | DEFINED |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 208 | 2,755 | SH | SOLE |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 450 | 5,955 | SH | DEFINED |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 246 | 4,207 | SH | SOLE |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 41 | 700 | SH | DEFINED |
| VANGUARD SCOTTSDALE FDS | INT-TERM CORP | 92206C870 | 213 | 2,500 | SH | DEFINED |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 756 | 17,007 | SH | SOLE |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 1,067 | 24,001 | SH | DEFINED |
| WAL-MART STORES INC | COM | 931142103 | 1,085 | 15,569 | SH | SOLE |
| WAL-MART STORES INC | COM | 931142103 | 537 | 7,700 | SH | DEFINED |
| WASHINGTON REAL ESTATE INVT | SH BEN INT | 939653101 | 156 | 5,499 | SH | SOLE |
| WASHINGTON REAL ESTATE INVT | SH BEN INT | 939653101 | 122 | 4,300 | SH | DEFINED |
| WELLS FARGO & CO NEW | COM | 949746101 | 399 | 11,919 | SH | SOLE |
| WELLS FARGO & CO NEW | COM | 949746101 | 242 | 7,228 | SH | DEFINED |
| YUM BRANDS INC | COM | 988498101 | 115 | 1,779 | SH | SOLE |
| YUM BRANDS INC | COM | 988498101 | 142 | 2,200 | SH | DEFINED |