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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):

- [X] 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 BLENDERS		B7WCX92	93	6,475	SH	SOLE	
DE MASTER BLENDERS		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

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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
FREEPORT-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

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER
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