

FEDERAL REALTY INVESTMENT TRUST

Form 4

February 27, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOOD DONALD C

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)
02/23/2017

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Trustee, President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common shares of beneficial interest	02/23/2017		M	20,000	A \$ 73.03 353,921 ⁽¹⁾	D	
Common shares of beneficial interest	02/23/2017		S	467	D \$ 142.1 353,454 ⁽¹⁾	D	
Common shares of beneficial interest	02/23/2017		S	600	D \$ 142.11 352,854 ⁽¹⁾	D	

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Common shares of beneficial interest	02/23/2017	S	100	D	\$ 142.12	352,754 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	100	D	\$ 142.13	352,654 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	200	D	\$ 142.14	352,454 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	200	D	\$ 142.15	352,254 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	10,207	D	\$ 142.16	342,047 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	300	D	\$ 142.17	341,747 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	800	D	\$ 142.18	340,947 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	700	D	\$ 142.19	340,247 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	1,100	D	\$ 142.2	339,147 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	100	D	\$ 142.22	339,047 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	2,200	D	\$ 142.25	336,847 ⁽¹⁾	D
	02/23/2017	S	300	D		336,547 ⁽¹⁾	D

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Common shares of beneficial interest					\$ 142.27		
Common shares of beneficial interest	02/23/2017	S	500	D	\$ 142.33	336,047 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	612	D	\$ 142.39	335,435 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	5	D	\$ 142.42	335,430 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	200	D	\$ 142.43	335,230 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	200	D	\$ 142.44	335,030 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	409	D	\$ 142.45	334,621 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	100	D	\$ 142.46	334,521 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	500	D	\$ 142.47	334,021 ⁽¹⁾	D
Common shares of beneficial interest	02/23/2017	S	100	D	\$ 142.5	333,921 ⁽¹⁾	D

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

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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)
Employee stock option	\$ 73.03	02/23/2017		M	20,000	02/10/2009 ⁽²⁾ 02/10/2018	Common shares of beneficial interest

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOOD DONALD C 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852	X		Trustee, President and CEO	

Signatures

Dawn M. Becker, by power of attorney
02/27/2017

__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) Shares owned indirectly by wife: 53,879.

(2) 1,127 options vested on February 10, 2009 and 18,873 options vested on February 10, 2010.

(3) Mr. Wood currently owns a total of 189,295 options.

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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