

FEDERAL REALTY INVESTMENT TRUST  
Form 8-K  
June 05, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**  
**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) June 4, 2009

**Federal Realty Investment Trust**

(Exact name of registrant as specified in its charter)

Maryland	1-07533	52-0782497
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
1626 East Jefferson Street, Rockville, Maryland	20852-4041	
(Address of principal executive offices)	(Zip Code)	

Registrant's telephone number including area code: 301/998-8100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On June 4, 2009, Federal Realty Investment Trust (the Trust ) issued a press release announcing that it had accepted for purchase an aggregate of \$40,266,000 principal amount of its outstanding 8.75% Senior Notes due 2009 (the Notes ), which were validly tendered pursuant to its previously announced cash tender offer for such Notes (the Tender Offer ). The Tender Offer expired at 5:00 p.m., New York City time, on Wednesday, June 3, 2009.

A copy of the press release issued by the Trust on June 4, 2009 is attached as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following Exhibits are included in the Form 8-K:

Exhibit	Description of Exhibit
99.1	Press Release issued by the Trust on June 4, 2009

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FEDERAL REALTY INVESTMENT TRUST**

Date: June 5, 2009

/s/ Dawn M. Becker

Dawn M. Becker  
Executive Vice President-General Counsel and Secretary