

FEDERAL REALTY INVESTMENT TRUST  
Form 8-K  
August 14, 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): August 10, 2009

**Federal Realty Investment Trust**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**1-07533**  
(Commission  
File Number)  
**1626 East Jefferson Street**

**52-0782497**  
(IRS Employer  
Identification No.)

**Rockville, Maryland 20852-4041**

**(301) 998-8100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

(Former name or former address, if changed since last report)

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:

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- .. 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 230.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 230.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Securities Act (17 CFR 230.13e-4(c))

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The exhibits listed in the following index relate to an offering under the Registrant's Registration Statement on Form S-3 (No. 333-160009) and each is filed herewith for incorporation by reference in such Registration Statement.

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated August 10, 2009, by and among the Registrant and J.P. Morgan Securities Inc., Wells Fargo Securities, LLC, Citigroup Global Markets Inc., PNC Capital Markets LLC, Morgan Keegan & Company, Inc., SunTrust Robinson Humphrey, Inc., Capital One Southcoast, Inc. and U.S. Bancorp Investments, Inc.
1.2	Pricing Agreement, dated August 10, 2009, by and between the Registrant and certain underwriters named therein
4.1	Form of 5.95% Note due 2014
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP relating to legality of 5.95% Notes due 2014
8.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP relating to material tax matters relating to the Registrant
12.1	Statement Regarding Computation of Ratio of Earnings to Fixed Charges
23.1	Consents of Pillsbury Winthrop Shaw Pittman LLP (contained in the opinions filed as Exhibits 5.1 and 8.1 hereto)
25.1	Form T-1 Statement of Eligibility of U.S. Bank National Association

SIGNATURE

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

FEDERAL REALTY INVESTMENT TRUST

Date: August 14, 2009

By: /s/ Andrew P. Blocher  
Andrew P. Blocher

Senior Vice President-Chief Financial

Officer and Treasurer

EXHIBIT INDEX

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