

BECKER DAWN M

Form 4

August 11, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BECKER DAWN M

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)
08/09/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP-General Counsel & Sec

ROCKVILLE, MD 20852

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	08/09/2017		M	2,281 A	\$ 73.03 123,744	D	
Common shares of beneficial interest	08/09/2017		S	60 D	\$ 133.16 123,684	D	
Common shares of beneficial interest	08/09/2017		S	100 D	\$ 133.1 123,584	D	

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Common shares of beneficial interest	08/09/2017	S	600	D	\$ 133.08	122,984	D
Common shares of beneficial interest	08/09/2017	S	421	D	\$ 133.06	122,563	D
Common shares of beneficial interest	08/09/2017	S	100	D	\$ 133.05	122,463	D
Common shares of beneficial interest	08/09/2017	S	300	D	\$ 133.04	122,163	D
Common shares of beneficial interest	08/09/2017	S	196	D	\$ 133.03	121,967	D
Common shares of beneficial interest	08/09/2017	S	100	D	\$ 133.02	121,867	D
Common shares of beneficial interest	08/09/2017	S	304	D	\$ 133.01	121,563	D
Common shares of beneficial interest	08/09/2017	S	100	D	\$ 133	121,463	D

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

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(9-02)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(D)
(Instr. 3, 4,
and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 73.03	08/09/2017	M			2,281	02/10/2011	02/10/2018	Common shares of beneficial interest	2,281

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BECKER DAWN M 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852	EVP-General Counsel & Sec

Signatures

Dawn M.
Becker 08/11/2017

__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) Ms. Becker currently holds a total of 24,346 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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