

FINGER LARRY E
Form 4
November 10, 2005

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 *
FINGER LARRY E

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)
11/09/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Executive VP - CFO & Treasurer

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)	(A) or (D)	Price	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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common shares of beneficial interest	11/09/2005		M	2,078	A	\$ 25.16	61,029	D	
Common shares of beneficial interest	11/09/2005		M	33,334	A	\$ 28.01	94,363	D	
Common shares of beneficial interest	11/09/2005		S	4,400	D	\$ 61.6	89,963	D	

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Common shares of beneficial interest	11/09/2005	S	1,600	D	\$ 61.59	88,363	D
Common shares of beneficial interest	11/09/2005	S	300	D	\$ 61.58	88,063	D
Common shares of beneficial interest	11/09/2005	S	100	D	\$ 61.57	87,963	D
Common shares of beneficial interest	11/09/2005	S	8,412	D	\$ 61.55	79,551	D
Common shares of beneficial interest	11/09/2005	S	1,000	D	\$ 61.54	78,551	D
Common shares of beneficial interest	11/09/2005	S	2,500	D	\$ 61.53	76,051	D
Common shares of beneficial interest	11/09/2005	S	2,300	D	\$ 61.52	73,751	D
Common shares of beneficial interest	11/09/2005	S	2,300	D	\$ 61.51	71,451	D
Common shares of beneficial interest	11/09/2005	S	12,500	D	\$ 61.5	58,951	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)

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 25.16	11/09/2005		M	2,078	02/28/2005 02/28/2012	Common shares of beneficial interest	2,078
Employee Stock Option	\$ 28.01	11/09/2005		M	33,334	02/12/2004 ⁽¹⁾ 02/12/2013	Common shares of beneficial interest	33,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FINGER LARRY E 1626 EAST JEFFERSON STREET ROCKVILLE, MD 20852			Executive VP - CFO & Treasurer	

Signatures

Dawn M. Becker, by power of attorney
11/10/2005

____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) 16,667 shares were exercisable on each of 2/12/04 and 2/12/05.

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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