

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 11, 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.)

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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:

- 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 11, 2009, by and among the Registrant and Wells Fargo Securities, LLC and J.P. Morgan Securities Inc., as representatives of the underwriters named in Schedule I to the related pricing agreement |
| 1.2                | Pricing Agreement, dated August 11, 2009, by and between the Registrant and certain underwriters named therein  |
| 4.1                | Specimen common share certificate (previously filed as Exhibit 4(i) to the Company's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 1-07533) and incorporated herein by reference)                           |
| 5.1                | Opinion of Pillsbury Winthrop Shaw Pittman LLP relating to legality of the common shares  |
| 8.1                | Opinion of Pillsbury Winthrop Shaw Pittman LLP relating to material tax matters relating to the Registrant  |
| 23.1               | Consents of Pillsbury Winthrop Shaw Pittman LLP (contained in the opinions filed as Exhibits 5.1 and 8.1 hereto)  |

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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