

FEDERAL REALTY INVESTMENT TRUST  
Form 8-K  
March 01, 2010

**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): February 24, 2010**

**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)

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

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1626 East Jefferson Street

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 February 24, 2010, by and among the Registrant and Wells Fargo Securities, LLC and Banc of America Securities LLC, as representatives of the underwriters named in Schedule I to the related pricing agreement |
| 1.2                | Pricing Agreement, dated February 24, 2010, by and between the Registrant and certain underwriters named therein   |
| 4.1                | Form of 5.90% Note due 2020  |
| 5.1                | Opinion of Pillsbury Winthrop Shaw Pittman LLP relating to legality of the 5.90% Notes due 2020  |
| 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)   |

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: March 1, 2010

By: /s/ Dawn M. Becker  
Dawn M. Becker  
Executive Vice President-Chief Operating Officer

EXHIBIT INDEX

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