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FEDERAL REALTY INVESTMENT TRUST
Form 8-K
November 26, 2001

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):
November 19, 2001

Federal Realty Investment Trust

(Exact name of registrant as specified in its charter)

Maryland

1-07533

52-0782497

(State or other jurisdiction of
incorporation or organization)

(Commission File
Number)

(I.R.S. Employer
Identification No.)

1626 East Jefferson Street, Rockville, Maryland

20852-4041

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (301) 998-8100

FEDERAL REALTY INVESTMENT TRUST

Item 5. Other Events.

On November 19, 2001, Federal Realty Investment Trust (the "Trust") entered into an underwriting agreement and related pricing agreement (together, the "Agreement") with Morgan Stanley & Co. Incorporated, First Union Securities, Inc. and Salomon Smith Barney Inc., as representatives of the several underwriters listed therein (collectively, the "Underwriters"), relating to the

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offer and sale by the Trust of 5,000,000 of the Trust's 8 1/2% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, Liquidation Preference \$25 Per Share, Par Value \$0.01 Per Share ("Series B Preferred Shares"). Closing on the sale of the Series B Preferred Shares is expected on or about November 27, 2001. Pursuant to the Agreement, the Underwriters have the option to acquire up to an additional 750,000 Series B Preferred Shares to cover over-allotments.

Item 7. Exhibits.

Number -----	Description -----
1.1	Underwriting Agreement and Pricing Agreement, each dated as of November 19, 2001, by and among the Trust and Morgan Stanley & Co. Incorporated, First Union Securities, Inc. and Salomon Smith Barney Inc., as representatives of the several underwriters listed therein.
5.1	Opinion of Hogan & Hartson L.L.P. as to the validity of the Series B Preferred Shares.
8.1	Opinion of Hogan & Hartson L.L.P. as to certain tax matters.
23.1	Consent of Arthur Andersen LLP.

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SIGNATURES

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

FEDERAL REALTY INVESTMENT TRUST

Date: November 26, 2001

By: /s/ NANCY J. HERMAN

Nancy J. Herman
Senior Vice President--General
Counsel and Secretary

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EXHIBIT INDEX

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Series B Preferred Shares.

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