

FEDERAL REALTY INVESTMENT TRUST  
Form SC 13G/A  
February 19, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2

Under the Securities Exchange Act of 1934  
(Amendment No. 5)

FEDERAL REALTY INVESTMENT TRUST

-----  
(Name of Issuer)  
Common Stock

-----  
(Title of Class of Securities)

313747206

-----  
(CUSIP Number)

Check the following box if a fee is being paid with this statement .

-----  
\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1. NAME OF REPORTING PERSON(S)  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley  
IRS # 39-314-5972

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

|  |  |
|--|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5. SOLE VOTING POWER<br>0                |
|  | 6. SHARED VOTING POWER<br>3,509,458      |
|  | 7. SOLE DISPOSITIVE POWER<br>0           |
|  | 8. SHARED DISPOSITIVE POWER<br>4,398,502 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,398,502

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.1517%

12. TYPE OF REPORTING PERSON\*

IA, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON(S)  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley Investment Management Inc.  
IRS # 13-3040307

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

|   |                           |
|---|---------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY | 5. SOLE VOTING POWER<br>0 |
|   | 6. SHARED VOTING POWER    |

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EACH REPORTING PERSON WITH 3,428,100  
-----  
7. SOLE DISPOSITIVE POWER 0  
-----  
8. SHARED DISPOSITIVE POWER 4,317,144  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,317,144  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
9.9639%  
-----

12. TYPE OF REPORTING PERSON\*  
IA, CO  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. (a) Name of Issuer:  
FEDERAL REALTY INVESTMENT TRUST  
-----  
(b) Address of Issuer's Principal Executive Offices:  
1626 EAST JEFFERSON STREET  
ROCKVILLE, MD 20852-4041  
-----  
Item 2. (a) Name of Person Filing:  
(a) Morgan Stanley  
(b) Morgan Stanley Investment Management Inc.  
-----  
(b) Address of Principal Business Office, or if None, Residence:  
  
(a) 1585 Broadway  
New York, New York 10036  
  
(b) 1221 Avenue of the Americas  
New York, New York 10020  
-----  
(c) Citizenship:  
  
Incorporated by reference to Item 4 of the  
cover page pertaining to each reporting person.  
-----  
(d) Title of Class of Securities:  
Common Stock  
-----  
(e) CUSIP Number:  
313747206  
-----  
Item 3. (a) Morgan Stanley is a parent holding company.

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(b) Morgan Stanley Investment Management Inc. is an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.

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Item 4. Ownership.

Incorporated by reference to Items (5) - (9) and (11) of the cover page.

Item 5. Ownership of Five Percent or Less of a Class.

Inapplicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Accounts managed on a discretionary basis by Morgan Stanley Investment Management Inc., a wholly owned subsidiary of Morgan Stanley, are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, the sale of such securities. No such account holds more than 5 percent of the class.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

Item 8. Identification and Classification of Members of the Group.

Item 9. Notice of Dissolution of Group.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 18, 2003

Signature: /s/ Dennine Bullard

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-----  
Name/Title Dennine Bullard /Vice President, Morgan Stanley & Co. Incorporated  
-----  
MORGAN STANLEY

Date: February 18, 2003

Signature: /s/ Jeffrey Hiller  
-----

Name/Title Jeffrey Hiller /Managing Director, Morgan Stanley Investment  
Management Inc.  
-----

MORGAN STANLEY INVESTMENT MANAGEMENT INC.

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\* Attention. Intentional misstatements or omissions of fact  
constitute federal criminal violations (see 18 U.S.C. 1001).

(022597DTI)

EX-99  
JOINT FILING AGREEMENT

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EXHIBIT 1 TO SCHEDULE 13G  
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FEBRUARY 18, 2003  
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MORGAN STANLEY and MORGAN STANLEY INVESTMENT MANAGEMENT  
INC. hereby agree that, unless differentiated, this Schedule  
13G is filed on behalf of each of the parties.

MORGAN STANLEY

BY: /s/ Dennine Bullard  
-----

Dennine Bullard /Vice President, Morgan Stanley & Co. Incorporated

MORGAN STANLEY INVESTMENT MANAGEMENT INC.

BY: /s/ Jeffrey Hiller

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-----  
Jeffrey Hiller /Managing Director, Morgan Stanley Investment  
Management Inc.

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criminal violations (see 18 U.S.C. 1001).

EX-99  
SECRETARY'S CERTIFICATE

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EXHIBIT 2

MORGAN STANLEY

SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and Assistant Secretary  
of Morgan Stanley, a corporation organized and  
existing under the laws of the State of Delaware (the  
"Corporation"), certify as follows:

- (1) Donald G. Kempf, Jr. is the duly elected Executive Vice  
President, Chief Legal Officer and Secretary of the  
Corporation;
- (2) Pursuant to Section 7.01 of the Bylaws of the Corporation  
and resolutions approved by the Board of Directors of the  
Corporation on September 25, 1998, the Chief Legal Officer  
is authorized to enter into agreements and other instruments  
on behalf of the Corporation and may delegate such powers  
to others under his jurisdiction; and
- (3) Donald G. Kempf signed a Delegation of Authority as of  
February 23, 2000, which authorized Dennine Bullard to  
sign reports to be filed under Section 13 and 16 of the  
Securities Exchange Act of 1934 on behalf of the  
Corporation. Such authorization is in full force and  
effect as of this date.

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal  
of the Corporation as of the 5th day of February, 2003.

\_\_\_\_\_  
Charlene R. Herzer  
Assistant Secretary