

FEDERAL REALTY INVESTMENT TRUST

Form 8-K

April 05, 2004

**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) April 2, 2004

**Federal Realty Investment Trust**

---

(Exact name of registrant as specified in its charter)

Maryland	1-07533	52-0782497
(State or other	(Commission	(IRS Employer
jurisdiction	File Number)	Identification No.)
of incorporation)		

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	

---

**Item 7. Financial Statements and Exhibits.****(c) Exhibits**

The exhibits listed in the following index relate to an offering under the Registrant's Registration Statement on Form S-3 (No. 333-100819), 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 April 2, 2004, by and between the Registrant and Wachovia Capital Markets, LLC, as representative of the several underwriters named in Schedule I to the related pricing agreement
1.2	Pricing Agreement, dated April 2, 2004, by and between the Registrant and Wachovia Capital Markets, LLC, as representative of the several underwriters named in Schedule I thereto
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 Shaw Pittman LLP relating to the legality of the common shares
8.1	Opinion of Shaw Pittman LLP relating to material tax matters relating to the Registrant
23.1	Consents of 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, thereunto duly authorized.

**FEDERAL REALTY INVESTMENT TRUST**

Date: April 5, 2004

By: /s/ Dawn M. Becker

---

Dawn M. Becker  
Senior Vice President, General Counsel  
and Secretary