BURKE & HERBERT BANK & TRUST CO
Form 13F-HR
January 10, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 12/31/2012
Check here if Amendment []; Amendment Number:

This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Burke & Herbert Bank & Trust Co.

Address: PO Box 268 Alexandria

Form 13F File Number: 028-05313

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this submission.

Persons Signing this Report on Behalf of Reporting Manager:

Name: M. Patricia Barron
Title: Principal Vice President & Senior Trust Officer
Phone: 703-549-6600

Signature, Place, and Date of Signing:

/s/ M. Patricia Barron	Alexandria, VA	1/9/2013
[Signature]	[City, State]	[Date]

Report Type (Check only one):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 169

Form 13F Information Table Value Total: $ 83,258
(In Thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.
NONE

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLU
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTH MANA
DE MASTER BLENDERS		B7WCX92	72	6,295	SH		SOLE	
DE MASTER BLENDERS		B7WCX92	44	3,800	SH		DEFINED	
AT&T INC	COM	00206R102	758	22,491	SH		SOLE	
AT&T INC	COM	00206R102	545	16,178	SH		DEFINED	
ABBOTT LABS	COM	002824100	414	6,325	SH		SOLE	
ABBOTT LABS	COM	002824100	744	11,360	SH		DEFINED	
ALTRIA GROUP INC	COM	02209S103	607	19,295	SH		SOLE	
ALTRIA GROUP INC	COM	02209S103	211	6,700	SH		DEFINED	
AMERICAN EXPRESS CO	COM	025816109	290	5,041	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	75	1,300	SH		DEFINED	
APPLE INC	COM	037833100	492	925	SH		SOLE	
APPLE INC	COM	037833100	982	1,845	SH		DEFINED	
AUTOMATIC DATA PROCESSING	COM	053015103	21	374	SH		SOLE	
AUTOMATIC DATA PROCESSING	COM	053015103	268	4,700	SH		DEFINED	
BB&T CORP	COM	054937107	54	1,869	SH		SOLE	
BB&T CORP	COM	054937107	183	6,300	SH		DEFINED	
BP PLC	SPON ADR	055622104	542	13,012	SH		SOLE	
BP PLC	SPON ADR	055622104	82	1,966	SH		DEFINED	
BANCO BILBAO VIZCAYA ARGENT	SPON ADR	05946K101	135	14,283	SH		SOLE	
BANK OF AMERICA CORPORATION	COM	060505104	70	6,060	SH		SOLE	
BANK OF AMERICA CORPORATION	COM	060505104	276	23,780	SH		DEFINED	
BANK NEW YORK MELLON CORP	COM	064058100	4	150	SH		SOLE	
BANK NEW YORK MELLON CORP	COM	064058100	433	16,839	SH		DEFINED	
BAXTER INTL INC	COM	071813109	143	2,150	SH		SOLE	
BAXTER INTL INC	COM	071813109	302	4,525	SH		DEFINED	
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	536	4	SH		SOLE	
BLACKROCK INC	COM	09247X101	93	450	SH		SOLE	

BLACKROCK INC	COM	09247X101	145	700	SH		DEFINED
BOEING CO	COM	097023105	204	2,702	SH		SOLE
BOEING CO	COM	097023105	72	950	SH		DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	303	9,296	SH		SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	212	6,520	SH		DEFINED
BURKE&HERBERT B&T ALEXANDRI	COM	121331102	9,638	4,383	SH		SOLE
BURKE&HERBERT B&T ALEXANDRI	COM	121331102	1,801	819	SH		DEFINED
CIGNA CORPORATION	COM	125509109	812	15,180	SH		DEFINED
CVS CAREMARK CORPORATION	COM	126650100	10	200	SH		SOLE
CVS CAREMARK CORPORATION	COM	126650100	196	4,050	SH		DEFINED
CHEVRON CORP NEW	COM	166764100	706	6,524	SH		SOLE
CHEVRON CORP NEW	COM	166764100	1,585	14,659	SH		DEFINED
CISCO SYS INC	COM	17275R102	200	10,183	SH		SOLE
CISCO SYS INC	COM	17275R102	142	7,250	SH		DEFINED
CITIGROUP INC	COM NEW	172967424	29	740	SH		SOLE
CITIGROUP INC	COM NEW	172967424	293	7,419	SH		DEFINED
COCA COLA CO	COM	191216100	746	20,578	SH		SOLE
COCA COLA CO	COM	191216100	634	17,500	SH		DEFINED
COLGATE PALMOLIVE CO	COM	194162103	277	2,654	SH		SOLE
COLGATE PALMOLIVE CO	COM	194162103	204	1,950	SH		DEFINED
COMCAST CORP NEW	CL A	20030N101	191	5,106	SH		SOLE
COMCAST CORP NEW	CL A	20030N101	77	2,065	SH		DEFINED
CONOCOPHILLIPS	COM	20825C104	95	1,640	SH		SOLE
CONOCOPHILLIPS	COM	20825C104	186	3,200	SH		DEFINED
DISNEY WALT CO	COM DISNEY	254687106	288	5,792	SH		SOLE
DISNEY WALT CO	COM DISNEY	254687106	334	6,700	SH		DEFINED
DOMINION RES INC VA NEW	COM	25746U109	529	10,220	SH		SOLE
DOMINION RES INC VA NEW	COM	25746U109	387	7,474	SH		DEFINED
DOW CHEM CO	COM	260543103	16	500	SH		SOLE
DOW CHEM CO	COM	260543103	223	6,900	SH		DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	372	8,272	SH		SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	609	13,541	SH		DEFINED
DUKE ENERGY CORP NEW	COM NEW	26441C204	113	1,770	SH		SOLE

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTH MANA
DUKE ENERGY CORP NEW	COM NEW	26441C204	132	2,063	SH		DEFINED	
EMERSON ELEC CO	COM	291011104	146	2,764	SH		SOLE	
EMERSON ELEC CO	COM	291011104	125	2,360	SH		DEFINED	
EXPRESS SCRIPTS HLDG CO	COM	30219G108	172	3,182	SH		SOLE	
EXPRESS SCRIPTS HLDG CO	COM	30219G108	69	1,272	SH		DEFINED	
EXXON MOBIL CORP	COM	30231G102	3,131	36,170	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	4,508	52,084	SH		DEFINED	
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	952	9,150	SH		DEFINED	
FREEPORT-MCMORAN COPPER & G	COM	35671D857	299	8,746	SH		DEFINED	
GENERAL ELECTRIC CO	COM	369604103	1,788	85,164	SH		SOLE	
GENERAL ELECTRIC CO	COM	369604103	1,679	79,988	SH		DEFINED	
GENERAL MLS INC	COM	370334104	104	2,580	SH		SOLE	
GENERAL MLS INC	COM	370334104	166	4,100	SH		DEFINED	
GLAXOSMITHKLINE PLC	SPON ADR	37733W105	133	3,061	SH		SOLE	
GLAXOSMITHKLINE PLC	SPON ADR	37733W105	74	1,705	SH		DEFINED	

GOOGLE INC	CL A	38259P508	39	55	SH		SOLE
GOOGLE INC	CL A	38259P508	219	310	SH		DEFINED
HALLIBURTON CO	COM	406216101	7	200	SH		SOLE
HALLIBURTON CO	COM	406216101	229	6,600	SH		DEFINED
HEWLETT PACKARD CO	COM	428236103	223	15,676	SH		SOLE
HEWLETT PACKARD CO	COM	428236103	144	10,075	SH		DEFINED
HOME DEPOT INC	COM	437076102	131	2,125	SH		SOLE
HOME DEPOT INC	COM	437076102	333	5,383	SH		DEFINED
HONEYWELL INTL INC	COM	438516106	315	4,962	SH		SOLE
HONEYWELL INTL INC	COM	438516106	83	1,300	SH		DEFINED
INTEL CORP	COM	458140100	285	13,828	SH		SOLE
INTEL CORP	COM	458140100	169	8,175	SH		DEFINED
INTERNATIONAL BUSINESS MACH	COM	459200101	2,009	10,487	SH		SOLE
INTERNATIONAL BUSINESS MACH	COM	459200101	629	3,282	SH		DEFINED
ISHARES TR	CORE S&P500 ETF	464287200	233	1,630	SH		SOLE
ISHARES TR	CORE S&P500 ETF	464287200	21	150	SH		DEFINED
ISHARES TR	CORE TOTUSBD ETF	464287226	744	6,700	SH		SOLE
ISHARES TR	MSCI EAFE INDEX	464287465	241	4,244	SH		SOLE
ISHARES TR	MSCI EAFE INDEX	464287465	100	1,760	SH		DEFINED
ISHARES TR	CORE S&P MCP ETF	464287507	161	1,581	SH		SOLE
ISHARES TR	CORE S&P MCP ETF	464287508	57	560	SH		DEFINED
ISHARES TR	RUSSELL 3000	464287689	277	3,270	SH		DEFINED
ISHARES TR	CORE S&P SCP ETF	464287804	136	1,735	SH		SOLE
ISHARES TR	CORE S&P SCP ETF	464287804	77	980	SH		DEFINED
ISHARES TR	DJ US INDEX FD	464287846	229	3,200	SH		SOLE
JPMORGAN CHASE & CO	COM	46625H100	183	4,157	SH		SOLE
JPMORGAN CHASE & CO	COM	46625H100	122	2,770	SH		DEFINED
JOHNSON & JOHNSON	COM	478160104	2,823	40,274	SH		SOLE
JOHNSON & JOHNSON	COM	478160104	663	9,460	SH		DEFINED
JOHNSON CTLS INC	COM	478366107	319	10,400	SH		DEFINED
KIMBERLY CLARK CORP	COM	494368103	273	3,239	SH		SOLE
KIMBERLY CLARK CORP	COM	494368103	249	2,948	SH		DEFINED
KRAFT FOODS GROUP INC	COM	50076Q106	193	4,251	SH		SOLE
KRAFT FOODS GROUP INC	COM	50076Q106	30	653	SH		DEFINED
LOCKHEED MARTIN CORP	COM	539830109	210	2,280	SH		SOLE
LOCKHEED MARTIN CORP	COM	539830109	61	665	SH		DEFINED
LOWES COS INC	COM	548661107	28	800	SH		SOLE
LOWES COS INC	COM	548661107	281	7,900	SH		DEFINED
MANULIFE FINL CORP	COM	56501R106	95	6,958	SH		SOLE
MANULIFE FINL CORP	COM	56501R106	226	16,608	SH		DEFINED
MCDONALDS CORP	COM	580135101	261	2,954	SH		SOLE
MCDONALDS CORP	COM	580135101	128	1,450	SH		DEFINED
MEDTRONIC INC	COM	585055106	213	5,194	SH		SOLE
MEDTRONIC INC	COM	585055106	269	6,550	SH		DEFINED
MERCK & CO INC NEW	COM	58933Y105	437	10,675	SH		SOLE

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTH MANA
MERCK & CO INC NEW	COM	58933Y105	567	13,851	SH		DEFINED	
MICROSOFT CORP	COM	594918104	276	10,329	SH		SOLE	
MICROSOFT CORP	COM	594918104	492	18,425	SH		DEFINED	

MONDELEZ INTL INC	CL A	609207105	325	12,767	SH	SOLE
MONDELEZ INTL INC	CL A	609207105	50	1,961	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	173	1,824	SH	SOLE
MONSANTO CO NEW	COM	61166W101	65	684	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	265	3,832	SH	SOLE
NEXTERA ENERGY INC	COM	65339F101	124	1,787	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	460	7,439	SH	SOLE
NORFOLK SOUTHERN CORP	COM	655844108	464	7,500	SH	DEFINED
ORACLE CORP	COM	68389X105	136	4,084	SH	SOLE
ORACLE CORP	COM	68389X105	214	6,430	SH	DEFINED
PPG INDS INC	COM	693506107	399	2,950	SH	SOLE
PEPSICO INC	COM	713448108	561	8,205	SH	SOLE
PEPSICO INC	COM	713448108	532	7,773	SH	DEFINED
PFIZER INC	COM	717081103	1,159	46,203	SH	SOLE
PFIZER INC	COM	717081103	808	32,227	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	1,632	19,511	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	530	6,342	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	577	8,501	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	359	5,291	SH	DEFINED
PROTECTIVE LIFE CORP	COM	743674103	6,645	232,488	SH	SOLE
REGIONS FINL CORP NEW	COM	7591EP100	573	80,351	SH	SOLE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	370	5,370	SH	SOLE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	633	4,445	SH	SOLE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	377	2,650	SH	DEFINED
SPDR SERIES TRUST	BRC HGH YLD BD	78464A417	372	9,128	SH	SOLE
SPDR SERIES TRUST	BRC HGH YLD BD	78464A417	326	8,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	177	2,553	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	110	1,590	SH	DEFINED
SPACE PROPULSION SYS INC	COM	846192102	0	16,250	SH	SOLE
3M CO	COM	88579Y101	503	5,418	SH	SOLE
3M CO	COM	88579Y101	321	3,458	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	177	2,155	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	258	3,152	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	179	3,307	SH	SOLE
UNITEDHEALTH GROUP INC	COM	91324P102	38	700	SH	DEFINED
VANGUARD SCOTTSDALE FDS	INT-TERM CORP	92206C870	219	2,500	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	720	16,642	SH	SOLE
VERIZON COMMUNICATIONS INC	COM	92343V104	819	18,918	SH	DEFINED
WAL-MART STORES INC	COM	931142103	967	14,171	SH	SOLE
WAL-MART STORES INC	COM	931142103	525	7,700	SH	DEFINED
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	144	5,499	SH	SOLE
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	86	3,300	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	402	11,769	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	247	7,228	SH	DEFINED
YUM BRANDS INC	COM	988498101	118	1,779	SH	SOLE
YUM BRANDS INC	COM	988498101	146	2,200	SH	DEFINED