

FEDERAL REALTY INVESTMENT TRUST  
Form 10-K/A  
March 10, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 10-K/A**

**Amendment No. 1**

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**x Annual report pursuant to the Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the fiscal year ended December 31, 2005**

**Or**

**.. Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number: 1-07533**

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**FEDERAL REALTY INVESTMENT TRUST**

**(Exact Name of Registrant as Specified in its Declaration of Trust)**

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**Maryland**  
**(State of Organization)**

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

**1626 East Jefferson Street, Rockville, Maryland**  
**(Address of Principal Executive Offices)**

**20852**  
**(Zip Code)**

**(301) 998-8100**

**(Registrant's Telephone Number, Including Area Code)**

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**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of Each Class</b>  | <b>Name Of Each Exchange On Which Registered</b> |
|---|--|
| <b>Common Shares of Beneficial Interest, \$.01 par value per share, with associated Common Share Purchase</b>   | <b>New York Stock Exchange</b>                   |
| <b>Rights</b>   |  |
| <b>8.5% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, par value \$.01 per share, (Liquidation Preference \$25.00 per share)</b> | <b>New York Stock Exchange</b>                   |

**Securities registered pursuant to Section 12(g) of the Act: None**

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Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one): Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

The aggregate market value of the Registrant's common shares held by non-affiliates of the Registrant, based upon the closing sales price of the Registrant's common shares on June 30, 2005 was \$3.1 billion.

The number of Registrant's common shares outstanding on February 27, 2006 was 53,012,350.

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**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's Proxy Statement to be filed with the Securities and Exchange Commission for Registrants 2006 annual meeting of shareholders to be held in May 2006 will be incorporated by reference into Part III hereof.

**EXPLANATORY NOTE**

Federal Realty Investment Trust is filing this Form 10-K/A to correct a typographical error on the cover page of our Form 10-K for the year ended December 31, 2005. Our cover page should have shown that we had 53,012,350 common shares outstanding on February 27, 2006, not on March 27, 2006.

With the exception of the forgoing correction, our Form 10-K for the year ended December 31, 2005 has not otherwise been updated.

**SIGNATURE**

Pursuant to the requirements of Section 13 or 15(d) 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 this 9th day of March, 2006.

Federal Realty Investment Trust

By: */s/ LARRY E. FINGER*  
**Larry E. Finger, Executive Vice President**

**And Chief Financial Officer**