

FEDERAL REALTY INVESTMENT TRUST  
Form 8-K  
April 23, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 23, 2007

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**Federal Realty Investment Trust**

(Exact Name of Registrant as Specified in Its Charter)

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**Maryland**  
(State or Other Jurisdiction  
  
of Incorporation)

**1-07533**  
(Commission  
  
File Number)

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

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

**20852-4041**  
(Zip Code)

Registrant's Telephone Number, Including Area Code: 301/998-8100

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

Federal Realty Investment Trust (the Trust ) has made a technical revision to Section 23 of its Amended and Restated 2001 Long-Term Incentive Plan (the Plan ) to clarify that the Trust will not reprice options issued under the Plan without receiving the approval of the Trust s shareholders. The Plan is subject to shareholder approval and is scheduled to be voted on by the shareholders at the Trust s 2007 Annual Meeting of Shareholders on Wednesday, May 2, 2007. The Plan is described in detail in the Trust s proxy statement filed with the Securities and Exchange Commission on March 26, 2007.

As revised, Section 23 reads in its entirety as follows:

**23. AMENDMENT AND TERMINATION OF THE PLAN**

The Board may, at any time and from time to time, amend, suspend, or terminate the Plan as to any Shares as to which Awards have not been made; *provided, however*, that the Board shall not, without approval of the Trust s shareholders, amend the Plan such that it does not comply with (or in a manner that does not comply with) the rules of any stock exchange or national quotation system on which securities of the Trust are listed for trading or quotation, applicable federal securities laws, or the Code (including requirements necessary to qualify Options as Incentive Share Options or qualify Awards as performance-based compensation under Code Section 162(m)). Except as permitted under this **Section 23** or **Section 24** hereof, no amendment, suspension, or termination of the Plan shall, without the consent of the Grantee, alter or impair rights or obligations under any Award theretofore awarded under the Plan. Furthermore, except as permitted under **Section 24** hereof, no adjustment to decrease the Option Price of an outstanding Option, whether by amending the Option Price or by canceling the outstanding Option and reissuing a replacement or substitute Option having a lower Option Price or any other Award, may be made without approval of the Trust s shareholders.

**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: April 23, 2007

/s/ Dawn M. Becker  
Dawn M. Becker  
Executive Vice President-General Counsel and

Secretary