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FEDERAL REALTY INVESTMENT TRUST  
Form 8-K  
November 18, 2002

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) November 18, 2002

Federal Realty Investment Trust  
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(Exact name of registrant as specified in its charter)

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

|   |                          |
|---|--------------------------|
| 1626 East Jefferson Street, Rockville, Maryland<br>(Address of principal executive offices) | 20852-4041<br>(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 Statements on Form S-3 (No. 333-97945 and No. 333-63619) and each is filed herewith for incorporation by reference in such Registration Statements. The following table constitutes the exhibit index to this Current Report on Form 8-K.

| Exhibit No. | Description  |
|-------------|--|
| -----       | -----  |
| 1.01        | Underwriting Agreement, dated November 14, 2002, by and among the Registrant and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Salomon Smith Barney Inc. and Wachovia Securities, Inc., et al. |
| 1.02        | Pricing Agreement, dated November 14, 2002, by and between the Registrants and Certain Underwriters named therein.   |
| 4.01        | Form of 6 1/8% Note due November 15, 2007  |

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- 5.01 Opinion of Shaw Pittman LLP relating to legality of 6 1/8% Notes due November 15, 2007
- 8.01 Opinion of Shaw Pittman LLP relating to material tax matters relating to the Registrant.
- 12.01 Statement Regarding Computation of Ratios of Earnings to Fixed Charges and of Ratios of Earnings to Combined Fixed Charges and Preferred Share Dividends.
- 23.01 Consents of Shaw Pittman LLP (contained in the opinions filed as Exhibits 5.01 and 8.01 hereto)
- 23.02 Omitted pursuant to Rule 437a under the Securities Act of 1933

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: November 18, 2002

By: /s/ Larry E. Finger

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Larry E. Finger  
Senior Vice President and  
Chief Financial Officer