

FRANKLIN LAURA M
Form 4
January 04, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRANKLIN LAURA M

2. Issuer Name and Ticker or Trading Symbol
WASHINGTON REAL ESTATE INVESTMENT TRUST [WRE]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
6110 EXECUTIVE BOULEVARD,
SUITE 800

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2011

____ Director
 Officer (give title below) _____ Other (specify below)
E.V.P. Accounting

ROCKVILLE, MD 20852

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/30/2011		A		10,134 (1)	A	\$ 0 86,922.2366 D
Common Stock	12/30/2011		F		5,519	D	\$ 27.35 81,403.2366 D
Common Stock	12/30/2011		M		15,700	A	\$ 0 97,103.2366 D
Common Stock	12/30/2011		A		1,920 (1)	A	\$ 0 99,023.2366 D
Common Stock	01/03/2012		F		217	D	\$ 27.78 98,806.2366 D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽²⁾	12/30/2011		M	15,700	12/30/2011 12/30/2011	Common Stock	15,700
Restricted Stock Unit	\$ 0 ⁽²⁾	12/30/2011		A	458 ⁽³⁾	12/30/2014 12/30/2014	Common Stock	458

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN LAURA M 6110 EXECUTIVE BOULEVARD, SUITE 800 ROCKVILLE, MD 20852				E.V.P. Accounting

Signatures

By: Thomas C. Morey For: Laura M. Franklin 01/04/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted Share Award that vests ratably over 3 years on 12/31/12, 12/31/13 and 12/31/14.
- (2) one for one
- (3) These are Restricted Share Units granted for 2011 pursuant to the Washington Real Estate Investment Trust 2007 Deferred Compensation for Officers Plan - the number of shares awarded is based on the closing price on 12/30/11 of \$27.35

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.