

WASHINGTON REAL ESTATE INVESTMENT TRUST
Form 8-K
May 29, 2012

UNITED STATES
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) May 24, 2012

WASHINGTON REAL ESTATE
INVESTMENT TRUST

(Exact name of registrant as specified in its charter)

MARYLAND

53-0261100

(State of incorporation)

(IRS Employer Identification Number)

6110 EXECUTIVE BOULEVARD, SUITE 800, ROCKVILLE, MARYLAND 20852

(Address of principal executive office) (Zip code)

Registrant's telephone number, including area code: (301) 984-9400

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:

- 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 5.07 Submission of Matters to a Vote of Security Holders.

On May 24, 2012, Washington Real Estate Investment Trust (the “Company”) held its 2012 Annual Meeting of Shareholders (the “Annual Meeting”).

At the Annual Meeting, the Company’s shareholders elected Charles T. Nason as a trustee in Class I of the Board of Trustees to serve until the Company’s 2015 Annual Meeting of Shareholders and until his successor is elected and qualifies. Mr. Nason received the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 42,513,834 | 950,173 | 115,410 | 15,744,821 |

The Company’s shareholders also elected Thomas Edgie Russell, III as a trustee in Class I of the Board of Trustees to serve until the Company’s 2015 Annual Meeting of Shareholders and until his successor is elected and qualifies. Mr. Russell received the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 42,292,375 | 1,173,640 | 113,402 | 15,744,821 |

The Company’s shareholders also elected Vice Adm. Anthony L. Winns (RET.) as a trustee in Class I of the Board of Trustees to serve until the Company’s 2015 Annual Meeting of Shareholders and until his successor is elected and qualifies. Mr. Winns received the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 42,509,260 | 939,301 | 130,856 | 15,744,821 |

The Company’s shareholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2012. This proposal received the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 58,826,152 | 366,027 | 132,059 | — |

The Company’s shareholders approved, by nonbinding advisory vote, the compensation paid to the Company’s named executive officers. This proposal received the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 41,590,058 | 1,594,796 | 394,563 | 15,744,821 |

The results reported above are final voting results.

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.

WASHINGTON REAL ESTATE INVESTMENT TRUST
(Registrant)

By: /s/ Laura M. Franklin
(Signature)

Laura M. Franklin
Executive Vice President Accounting,
Administration and Corporate Secretary

May 29, 2012
(Date)