#### FRANKLIN LAURA M

Form 4

February 22, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

Estimated average

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Check this box

obligations may continue. See Instruction

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

1(b).

(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)

(Zip)

3. Date of Earliest Transaction

X\_ Officer (give title below)

10% Owner Other (specify

6110 EXECUTIVE BLVD., SUITE

(Street)

(State)

800

4. If Amendment, Date Original

(Month/Day/Year)

02/18/2010

E.V.P. Accounting

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

ROCKVILLE, MD 20852

(City)

(City)	(State)	Table	e I - Non-De	erivative l	Secur	ities Acc	quired, Disposed of	f, or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	equired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	1 1	ispose	d of	Securities	Form: Direct	Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(D) (Instr. 3, 4 and 5)		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		(Month Bay) Tear)	(111511.0)	u. 6) (Ilisu. 5, 4 and 5)			Following	(Instr. 4)	(Instr. 4)
				<b>(A)</b>		Reported			
					(A)		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	02/18/2010		$A_{(1)}^{(1)}$	300	A	\$0	74,017.9466	D	
Stock	02,10,2010					Ψ υ	, 1,017.5	_	
Common	02/19/2010		A (2)	6.007		Φ.Λ	00 104 0466	D	
Stock	02/18/2010		$A^{(2)}$	6,087	A	\$ 0	80,104.9466	D	
Common						\$			
Stock	02/18/2010		$F_{\underline{(1)}}$	126	D	26.7	79,978.9466	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

**SEC 1474** (9-02)

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# displays a currently valid OMB control number.

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

1. Title of Derivative	2. Conversion	3. Transaction Date		4.	5. ionNumber	6. Date Exerc		7. Tit		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	execution Date, if any (Month/Day/Year)	Code (Instr. 8)	of	<b>.</b>		Under	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRANKLIN LAURA M 6110 EXECUTIVE BLVD. SUITE 800

E.V.P. Accounting

ROCKVILLE, MD 20852

## **Signatures**

By: Thomas C. Morey For: Laura M. Franklin

02/22/2010

\*\*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).
  - These are additional Performance Share Units awarded pursuant to the Washington Real Estate Investment Trust 2007 Omnibus
- (1) Long-Term Incentive Plan for the 2007-2009 performance period based on final results the number of shares awarded is based on the closing price on 2/18/10 of \$26.70 (and related withholding done on same basis).
- (2) These are Restricted Share Units granted for 2010 pursuant to the Washington Real Estate Investment Trust 2007 Omnibus Long-Term Incentive Plan the number of shares awarded is based on the closing price on 2/18/10 of \$26.70

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.

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