

FEDERAL REALTY INVESTMENT TRUST  
Form 8-K  
March 10, 2006

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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) March 8, 2006

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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)

**Registrant's telephone number including area code: 301/998-8100**

**20852-4041**  
(Zip Code)

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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)

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- .. 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**

On March 8, Federal Realty Investment Trust ( Trust ) entered into a First Amendment to Limited Partnership Agreement of Federal/Lion Venture LP ( Amendment ). This Amendment modifies, among other things, certain of the return and payment thresholds included in the Trust s limited partnership agreement with affiliates of Clarion Lion Properties Fund ( Partnership ). The Partnership was entered into on July 1, 2004 for the purpose of acquiring grocery-anchored community or neighborhood shopping centers in the Trust s East Coast and California markets. A copy of the limited partnership agreement for the Partnership was filed as Exhibit 10.1 to a Form 8-K filed by the Trust with the Securities and Exchange Commission on July 13, 2004.

The Amendment is filed as Exhibit 10.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(a) Financial Statements

Not applicable.

(b) Pro Forma Financial Information

Not applicable.

(c) Shell Company Transactions

Not applicable.

(d) Exhibits

The following Exhibit is included in the Form 8-K:

| <b>Exhibit</b> | <b>Description of Exhibit</b>   |
|----------------|---|
| 10.1           | First Amendment to Limited Partnership Agreement of Federal/Lion Venture LP |

**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: March 10, 2006

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