

WASHINGTON REAL ESTATE INVESTMENT TRUST

Form 4

January 03, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKENZIE GEORGE F

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President, CEO & Director

(Street)
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 (A) or (D)	Price	
Common Stock	12/31/2012		F		6,855	D \$ 26.15	122,179.6004 D
Common Stock	12/31/2012		M		19,500	A \$ 0	141,679.6004 D
Common Stock	12/31/2012		F		262	D \$ 26.15	141,417.6004 D
Common Stock	12/31/2012		F		1,989	D \$ 26.15	139,428.6004 D
Common Stock	12/31/2012		F		322	D \$ 26.15	139,106.6004 D

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Common Stock 01/01/2013 A 2,868⁽¹⁾ A \$ 0 141,974.6004 D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽²⁾	12/31/2012		M	19,500	12/31/2012 12/31/2012	Common Stock 19,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENZIE GEORGE F 6110 EXECUTIVE BOULEVARD, SUITE 800 ROCKVILLE, MD 20852	X		President, CEO & Director	

Signatures

By: Thomas C. Morey For: George F. McKenzie 01/03/2013

 **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 12/31/13, 12/31/14 and 12/31/15.

(2) one for one

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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