

WASHINGTON REAL ESTATE INVESTMENT TRUST
 Form 4
 January 04, 2012

FORM 4

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

OMB APPROVAL

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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

(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
 (Street)

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

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

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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/30/2011 | | M | | 26,400 | A | \$ 0 |
| Common Stock | 12/30/2011 | | A | | 2,742 (1) | A | \$ 0 |
| Common Stock | 12/30/2011 | | A | | 16,967 (1) | A | \$ 0 |
| Common Stock | 12/30/2011 | | F | | 9,280 | D | \$ 27.35 |
| Common Stock | 01/03/2012 | | F | | 293 | D | \$ 27.78 |

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

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(9-02)

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | \$ 0 ⁽²⁾ | 12/30/2011 | | M | 26,400 | 12/30/2011 12/30/2011 | Common Stock | 26,400 |
| Restricted Stock Unit | \$ 0 ⁽²⁾ | 12/30/2011 | | A | 1,461 ⁽³⁾ | 12/30/2014 12/30/2014 | Common Stock | 1,461 |

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 01/04/2012

__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.

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