

WASHINGTON REAL ESTATE INVESTMENT TRUST
Form SC 13G/A
May 10, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Washington Real Estate Investment Trust

(Name of Issuer)

Real Estate Investment Trust

(Title of Class of Securities)

939653101

(CUSIP Number)

April 29, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP No. 939653101

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Invesco Ltd.
98-0557567

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	1,375,908
	6. SHARED VOTING POWER	0
	7. SOLE DISPOSITIVE POWER	4,683,779
	8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,683,779

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.9%

12. TYPE OF REPORTING PERSON

HC, IA

Item 1.

- (a) **Name of Issuer**
Washington Real Estate Investment Trust
- (b) **Address of Issuer's Principal Executive Offices**
1775 Eye Street, NW, Suite 1000 Washington DC 20006

Item 2.

- (a) **Name of Person Filing**
Invesco Ltd. ("Invesco Ltd.")
- (b) **Address of Principal Business Office or, if None, Residence**
1555 Peachtree Street NE, Suite 1800, Atlanta GA 30309
- (c) **Citizenship**
Bermuda
- (d) **Title of Class of Securities**
Real Estate Investment Trust
- (e) **CUSIP Number**
939653101

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with Rule 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

Invesco Ltd. , in its capacity as investment adviser, may be deemed to beneficially own 4,683,779 shares of the Issuer which are held of record by clients of Invesco Ltd. ..

(b) Percent of Class:

6.9%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote	1,375,908
(ii) shared power to vote or to direct the vote	0
(iii) sole power to dispose or to direct the disposition of	4,683,779
(iv) shared power to dispose or to direct the disposition of	0

Item 5. Ownership of Five Percent or Less of Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

However, no one individual has greater than 5% economic ownership. The shareholders of the Fund have the right to receive or the power to direct the receipt of dividends and proceeds from the sale of securities listed above.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Invesco Advisers, Inc.
Invesco Investment Advisers, LLC
Invesco PowerShares Capital Management LLC

Item 8. Identification and Classification of Members of the Group.

Not Applicable. This schedule is not being filed pursuant to Rule 13d-1(b)(1)(ii)(J) or Rule 13d-1(d).

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with

the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Invesco Ltd.
 By: /s/ Nancy Tomassone
 Date: May 10, 2016
 Name: Nancy Tomassone
 Title: Global Assurance Officer

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Description (1)	Provisions (2)
Value	Ratings (3)
Consumer Staples – 2.9% (1.9% of Total Investments)	\$ 5,000
Puerto Rico, The Children’s Trust Fund, Tobacco Settlement Asset-Backed Bonds, Series 2005A, 0.000%, 5/15/50	5/15 at 11.191 BBB– \$ 162,600
	2,000
Puerto Rico, The Children’s Trust Fund, Tobacco Settlement Asset-Backed Refunding Bonds, Series 2002, 5.500%, 5/15/39	5/12 at 100.00 BBB 1,673,060
	7,000
Total Consumer Staples	1,835,660
Education and Civic Organizations – 17.6% (11.8% of Total Investments)	2,320

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Athens Housing Authority, Georgia, Student Housing Lease Revenue Bonds, UGAREF East Campus	12/12 at 100.00 Aa2 2,339,326
Housing LLC Project, Series 2002, 5.000%, 12/01/33 – AMBAC Insured	500
Athens Housing Authority, Georgia, Student Housing Lease Revenue Bonds, UGAREF East Campus	6/19 at 100.00 Aa2 519,710
Housing LLC Project, Series 2009, 5.250%, 6/15/35	1,225
Athens-Clarke County Unified Government Development Authority, Georgia, Educational Facilities	12/12 at 100.00 N/R 1,257,022
Revenue Bonds, UGAREF CCRC Building LLC Project, Series 2002, 5.000%, 12/15/18 – AMBAC Insured	3,000
Atlanta Development Authority, Georgia, Educational Facilities Revenue Bonds, Science Park LLC	7/17 at 100.00 Aa3 3,020,910
Project, Series 2007, 5.000%, 7/01/39	2,000
Fulton County Development Authority, Georgia, Revenue Bonds, Georgia Tech – Klaus Parking and	11/13 at 100.00 Aa3 2,095,760
Family Housing, Series 2003, 5.000%, 11/01/23 – NPMG Insured	1,050
Fulton County Development Authority, Georgia, Revenue Bonds, TUFF Morehouse Project, Series	2/12 at 100.00 A2 1,050,882

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2002A, 5.000%, 2/01/34 – AMBAC Insured

Private Colleges and Universities Authority, Georgia, Revenue Bonds, Emory University, Series

2009, Trust 3404:

315

16.997%, 3/01/17 (IF)

No Opt. Call
AA
398,324
490

17.025%, 3/01/17 (IF)

No Opt. Call
AA
604,484
10,900

Total Education and Civic Organizations

11,286,418

Health Care – 16.0% (10.7% of Total Investments)

100

Baldwin County Hospital Authority, Georgia, Revenue Bonds, Oconee Regional Medical Center,

11/11 at 100.00
BB
99,147

Series 1997, 5.250%, 12/01/12

Baldwin County Hospital Authority, Georgia, Revenue Bonds, Oconee Regional Medical Center,

Series 1998:

65

5.250%, 12/01/22

11/11 at 100.00
BB
56,973
550

5.375%, 12/01/28

12/11 at 100.00
BB
454,845

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Coffee County Hospital Authority, Georgia, Revenue Bonds, Coffee County Regional Medical Center, Series 2004:

185

5.000%, 12/01/19

12/14 at 100.00
BBB-
189,401
1,000

5.250%, 12/01/22

12/14 at 100.00
BBB-
1,015,870
500

Coweta County Development Authority, Georgia, Revenue Bonds, Piedmont Healthcare, Inc.

6/20 at 100.00
AA-
495,440

Project, Series 2010, 5.000%, 6/15/40

1,000

Franklin County Industrial Building Authority, Georgia, Revenue Bonds, Ty Cobb Regional

12/20 at 100.00
N/R
1,011,500

Medical Center Project, Series 2010, 8.000%, 12/01/40

Gainesville and Hall County Hospital Authority, Georgia, Revenue Anticipation Certificates,

Northeast Georgia Health Services Inc., Series 2010B:

700

5.125%, 2/15/40

No Opt. Call
A+
694,281
1,645

5.250%, 2/15/45

2/41 at 100.00
A+
1,648,290

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10

	1,140
Houston County Hospital Authority, Georgia, Revenue Bonds, Houston Healthcare Project, Series	
	10/17 at 100.00
	A2
	1,142,884
2007, 5.250%, 10/01/35	
Macon-Bibb County Hospital Authority, Georgia, Revenue Anticipation Certificates, Medical	
Center of Central Georgia Inc., Series 2009:	
	225
5.000%, 8/01/32	
	8/19 at 100.00
	AA
	226,600
	450
5.000%, 8/01/35	
	8/19 at 100.00
	AA
	447,494
	2,000
Savannah Hospital Authority, Georgia, Revenue Bonds, St. Joseph's/Candler Health System,	
	1/14 at 100.00
	Baa1
	2,009,000
Series 2003, 5.250%, 7/01/23 – RAAI Insured	
	750
Valdosta and Lowndes County Hospital Authority, Georgia, Revenue Certificates, South Georgia	
	10/17 at 100.00
	A+
	740,100
Medical Center, Series 2007, 5.000%, 10/01/33	
	10,310
Total Health Care	
	10,231,825
Housing/Multifamily – 6.3% (4.2% of Total Investments)	

	1,000
Cobb County Development Authority, Georgia, Revenue Bonds, KSU University II Real Estate	
	7/21 at 100.00
	AA+
	1,020,650
Foundation, LLC Project, Series 2011, 5.000%, 7/15/41 – AGM Insured	
	25
Cobb County Development Authority, Georgia, Student Housing Revenue Bonds, KSU Village II Real	
	7/17 at 100.00
	Baa2
	22,790
Estate Foundation LLC Project, Series 2007A, 5.250%, 7/15/38 – AMBAC Insured	
Savannah Economic Development Authority, Georgia, GNMA Collateralized Multifamily Housing	
Revenue Bonds, Snap I-II-III Apartments, Series 2002A:	
	500
5.150%, 11/20/22 (Alternative Minimum Tax)	
	11/12 at 102.00
	AA+
	512,165
	980
5.200%, 11/20/27 (Alternative Minimum Tax)	
	11/12 at 102.00
	AA+
	989,888
	1,465
5.250%, 11/20/32 (Alternative Minimum Tax)	
	11/12 at 102.00
	AA+
	1,476,735
	3,970
Total Housing/Multifamily	
	4,022,228
Housing/Single Family – 0.2% (0.2% of Total Investments)	
	170
Georgia Housing and Finance Authority, Single Family Mortgage Bonds, Series 2006C-2, 4.550%,	

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	12/15 at 100.00 AAA 160,213
12/01/31 (Alternative Minimum Tax)	
Industrials – 4.4% (3.0% of Total Investments)	
	2,190
Cobb County Development Authority, Georgia, Solid Waste Disposal Revenue Bonds, Georgia Waste	4/16 at 101.00 BBB 2,089,786
Management Project, Series 2004A, 5.000%, 4/01/33 (Alternative Minimum Tax)	
	750
Fulton County Development Authority, Georgia, Local District Cooling Authority Revenue Bonds,	9/15 at 100.00 BBB 747,675
Maxon Atlantic Station LLC, Series 2005A, 5.125%, 3/01/26 (Mandatory put 3/01/15)	
(Alternative Minimum Tax)	
	2,940
Total Industrials	
	2,837,461
Materials – 2.6% (1.7% of Total Investments)	
	1,000
Richmond County Development Authority, Georgia, Environmental Improvement Revenue Bonds,	2/12 at 100.50 BBB 1,010,820
International Paper Company, Series 2001A, 6.250%, 2/01/25 (Alternative Minimum Tax)	
	250
Richmond County Development Authority, Georgia, Environmental Improvement Revenue Refunding	2/12 at 101.00 BBB 253,093

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Bonds, International Paper Company, Series 2002A, 6.000%, 2/01/25 (Alternative Minimum Tax)		370
Savannah Economic Development Authority, Georgia, Pollution Control Revenue Bonds, Union Camp Corporation, Series 1995, 6.150%, 3/01/17	No Opt. Call Baa3	402,741
		1,620
Total Materials		1,666,654
Tax Obligation/General – 30.1% (20.2% of Total Investments)		600
Cherokee County Resource Recovery Development Authority, Georgia, Solid Waste Disposal Revenue	7/17 at 100.00 AA+	601,314
Bonds, Ball Ground Recycling LLC Project, Series 2007A, 5.000%, 7/01/37 – AMBAC Insured (Alternative Minimum Tax)		900
Decatur, Georgia, General Obligation Bonds, Series 2007, 5.000%, 1/01/31 – AGM Insured	1/17 at 100.00 AA+	961,731 1,000
Floyd County Hospital Authority, Georgia, Revenue Anticipation Certificates, Floyd Medical	7/12 at 101.00 Aa2	1,013,920
Center Project, Series 2002, 5.200%, 7/01/32 – NPMFG Insured		1,000
Forsyth County, Georgia, General Obligation Bonds, Series 2004, 5.250%, 3/01/19	3/14 at 101.00 Aaa	
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	1,101,830
	1,000
Georgia Environmental Loan Acquisition Corporation, Local Government Loan Securitization	3/21 at 100.00 Aaa 1,057,600
Bonds, Loan Pool Series 2011, 5.125%, 3/15/31	915
Georgia Municipal Association Inc., Certificates of Participation, Riverdale Public Purpose	5/19 at 100.00 AA+ 958,902
Project, Series 2009, 5.500%, 5/01/38 – AGC Insured	1,000
Georgia State, General Obligation Bonds, Series 2005B, 5.000%, 7/01/15	No Opt. Call AAA 1,169,180 1,700
Georgia State, General Obligation Bonds, Series 2007E, 5.000%, 8/01/24	8/17 at 100.00 AAA 1,903,575 1,645
Georgia State, General Obligation Bonds, Series 2009B, 5.000%, 1/01/26	1/19 at 100.00 AAA 1,886,289 750
Georgia, General Obligation Bonds, Series 1998D, 5.250%, 10/01/15	No Opt. Call AAA 891,638 2,100
Gwinnett County School District, Georgia, General Obligation Bonds, Series 2008, 5.000%, 2/01/36 (UB)	2/18 at 100.00 AAA 2,214,702

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	295
La Grange-Troup County Hospital Authority, Georgia, Revenue Anticipation Certificates, Series	
	7/18 at 100.00
	Aa2
	302,741
2008A, 5.500%, 7/01/38	
Oconee County, Georgia, General Obligation Bonds, Recreation Project, Series 2003:	
	1,410
5.500%, 1/01/23 – AMBAC Insured	
	1/13 at 101.00
	Aa2
	1,498,647
	1,470
5.250%, 1/01/26 – AMBAC Insured	
	1/13 at 101.00
	Aa2
	1,538,149
	1,200
Paulding County School District, Georgia, General Obligation Bonds, Series 2007, 5.000%, 2/01/33	
	2/17 at 100.00
	AA+
	1,243,860
	950
Wayne County Hospital Authority, Georgia, Hospital Revenue Bonds, Series 2006, 5.000%, 3/01/23 –	
	3/16 at 100.00
	N/R
	924,892
SYNCORA GTY Insured	
	17,935
Total Tax Obligation/General	
	19,268,970
Tax Obligation/Limited – 17.3% (11.6% of Total Investments)	
Atlanta, Georgia, Tax Allocation Bonds Atlanta Station Project, Series 2007:	
	5
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5.250%, 12/01/21 – AGC Insured

No Opt. Call
AA+
5,359
620

5.000%, 12/01/23 – AGC Insured

12/17 at 100.00
AA+
643,008
1,000

Atlanta, Georgia, Tax Allocation Bonds, Beltline Project Series 2008B. Remarketed, 7.375%, 1/01/31

No Opt. Call
N/R
1,029,160
500

Atlanta, Georgia, Tax Allocation Bonds, Eastside Project, Series 2005A, 5.625%, 1/01/16

No Opt. Call
A-
525,860

(Alternative Minimum Tax)

Atlanta, Georgia, Tax Allocation Bonds, Eastside Project, Series 2005B:

450

5.400%, 1/01/20

7/15 at 100.00
A-
462,173
350

5.600%, 1/01/30

7/15 at 100.00
A-
347,592
340

Atlanta, Georgia, Tax Allocation Bonds, Princeton Lakes Project, Series 2006, 5.500%, 1/01/31

1/16 at 100.00
N/R
315,173

Cobb-Marietta Coliseum and Exhibit Hall Authority, Georgia, Revenue Refunding Bonds,

Series 1993:

145

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5.500%, 10/01/18 – NPFG Insured	No Opt. Call Baa1 157,560 1,755
5.625%, 10/01/26 – NPFG Insured	10/19 at 100.00 Baa1 1,876,288 750
Georgia Municipal Association Inc., Certificates of Participation, Atlanta Court Project,	6/12 at 101.00 N/R 764,355
Series 2002, 5.125%, 12/01/21 – AMBAC Insured	2,500
Metropolitan Atlanta Rapid Transit Authority, Georgia, Sales Tax Revenue Refunding Bonds,	No Opt. Call Aa2 2,991,275
Series 1992P, 6.250%, 7/01/20 – AMBAC Insured	1,945
Tift County Hospital Authority, Georgia, Revenue Anticipation Bonds, Tift Regional Medical	12/12 at 101.00 Aa3 1,990,649
Center, Series 2002, 5.250%, 12/01/19 – AMBAC Insured	10,360
Total Tax Obligation/Limited	11,108,452
Transportation – 3.1% (2.1% of Total Investments)	1,000
Atlanta, Georgia, Airport General Revenue Refunding Bonds, Series 2011B, 5.000%, 1/01/30	1/21 at 100.00 A+
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	1,008,840
	1,000
Atlanta, Georgia, Airport Passenger Facilities Charge Revenue Bonds, Series 2004J, 5.000%,	
	1/15 at 100.00
	AA+
	1,008,630
1/01/34 – AGM Insured	
	2,000
Total Transportation	
	2,017,470
U.S. Guaranteed – 14.2% (9.5% of Total Investments) (4)	
	180
Athens Housing Authority, Georgia, Student Housing Lease Revenue Bonds, UGAREF East Campus	
	12/12 at 100.00
	Aa2 (4)
	190,388
Housing LLC Project, Series 2002, 5.000%, 12/01/33 (Pre-refunded 12/01/12) – AMBAC Insured	
	1,000
Augusta, Georgia, Water and Sewerage Revenue Bonds, Series 2002, 5.250%, 10/01/22	
	10/12 at 100.00
	AA+ (4)
	1,054,560
(Pre-refunded 10/01/12) – AGM Insured	
	1,000
Cherokee County School System, Georgia, General Obligation Bonds, Series 2003, 5.000%, 8/01/16	
	8/13 at 100.00
	AA+ (4)
	1,089,800
(Pre-refunded 8/01/13) – NPMG Insured	
Newnan Hospital Authority, Georgia, Revenue Anticipation Certificates, Newnan Hospital Inc.,	
Series 2002:	
	2,260

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5.500%, 1/01/19 (Pre-refunded 1/01/13) – NPFPG Insured	1/13 at 100.00 Aa3 (4) 2,417,997 3,020
5.500%, 1/01/20 (Pre-refunded 1/01/13) – NPFPG Insured	1/13 at 100.00 Aa3 (4) 3,231,128 1,100
Private Colleges and Universities Authority, Georgia, Revenue Bonds, Mercer University, Series	10/11 at 102.00 Baa2 (4) 1,126,994
2001, 5.750%, 10/01/31 (Pre-refunded 10/01/11)	8,560
Total U.S. Guaranteed	9,110,867
Utilities – 6.4% (4.3% of Total Investments)	1,020
Elberton, Georgia, Combined Utility System Revenue Refunding and Improvement Bonds, Series	1/12 at 100.00 A3 1,032,883
2001, 5.000%, 1/01/22 – AMBAC Insured	1,000
Georgia Municipal Electric Authority, General Power Revenue Bonds, Project 1, Series 2007A,	1/17 at 100.00 A 1,057,140
5.000%, 1/01/25 – NPFPG Insured	
Main Street Natural Gas Inc., Georgia, Gas Project Revenue Bonds, Series 2007B:	500
5.000%, 3/15/21	No Opt. Call
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	A 480,775 500
5.000%, 3/15/22	
	No Opt. Call A 473,295 1,000
Municipal Electric Authority of Georgia, Project One Subordinated Lien Revenue Bonds, Series	
	1/13 at 100.00 A2 1,039,590
2003A, 5.000%, 1/01/22 – NPMFG Insured	
	4,020
Total Utilities	
	4,083,683
Water and Sewer – 28.0% (18.8% of Total Investments)	
Atlanta, Georgia, Water and Wastewater Revenue Bonds, Series 2004:	
	500
5.250%, 11/01/15 – AGM Insured	
	11/14 at 100.00 AA+ 562,065 700
5.000%, 11/01/37 – AGM Insured	
	11/14 at 100.00 AA+ 708,015 3,500
Augusta, Georgia, Water and Sewerage Revenue Bonds, Series 2002, 5.000%, 10/01/27 – AGM Insured	
	10/12 at 100.00 AA+ 3,550,190 1,990
Cherokee County Water and Sewerage Authority, Georgia, Revenue Bonds, Series 2001, 5.000%,	
	8/18 at 100.00 AA+ 2,079,172

8/01/35 – AGM Insured

Coweta County Water and Sewer Authority, Georgia, Revenue Bonds, Series 2007:

500

5.000%, 6/01/32

6/18 at 100.00

Aa2

526,120

500

5.000%, 6/01/37

6/18 at 100.00

Aa2

519,540

1,000

Douglasville-Douglas County Water and Sewer Authority, Georgia, Water and Sewer Revenue Bonds,

12/15 at 100.00

Aa2

1,047,230

Series 2005, 5.000%, 6/01/29 – NPFPG Insured

445

Douglasville-Douglas County Water and Sewer Authority, Georgia, Water and Sewer Revenue Bonds,

6/17 at 100.00

Aa2

461,496

Series 2007, 5.000%, 6/01/37 – NPFPG Insured

4,000

Forsyth County Water and Sewerage Authority, Georgia, Revenue Bonds, Series 2002, 5.000%, 4/01/32

4/13 at 100.00

Aaa

4,178,880

375

Forsyth County Water and Sewerage Authority, Georgia, Revenue Bonds, Series 2007, 5.000%,

4/17 at 100.00

Aaa

390,255

4/01/37 – AGM Insured

3,100

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Harris County, Georgia, Water System Revenue Bonds, Series 2002, 5.000%, 12/01/22 –	12/12 at 100.00 N/R 3,212,434
AMBAC Insured	685
Walton County Water and Sewerage Authority, Georgia, Revenue Bonds, The Oconee-Hard Creek	2/18 at 100.00 Aa2 705,610
Reservoir Project, Series 2008, 5.000%, 2/01/38 – AGM Insured	17,295
Total Water and Sewer	17,941,007 \$ 97,080
Total Investments (cost \$92,998,429) – 149.1%	95,570,908
Floating Rate Obligations – (2.2)%	(1,395,000)
MuniFund Term Preferred Shares, at Liquidation Value – (50.3)% (5)	(32,265,000)
Other Assets Less Liabilities – 3.4%	2,200,002
Net Assets Applicable to Common Shares – 100%	\$ 64,110,910

Fair Value Measurements

Fair value is defined as the price that the Fund would receive upon selling an investment or transferring a liability in an orderly transaction to an independent buyer in the principal or most advantageous market for the investment. A three-tier hierarchy is used to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability. Observable inputs are based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability. Unobservable inputs are based on the best information available in the circumstances. The three-tier hierarchy of inputs is summarized in the three broad levels listed below:

Level 1 – Quoted prices in active markets for identical securities.

Level 2 – Other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3 – Significant unobservable inputs (including management's assumptions in determining the fair value of investments).

The inputs or methodologies used for valuing securities are not an indication of the risk associated with investing in those securities. The following is a summary of the Fund's fair value measurements as of August 31, 2011:

	Level 1	Level 2	Level 3	Total
Investments:				
Municipal Bonds	\$ —	\$95,570,908	\$ —	\$95,570,908

During the period ended August 31, 2011, the Fund recognized no significant transfers to or from Level 1, Level 2 or Level 3.

Income Tax Information

The following information is presented on an income tax basis. Differences between amounts for financial statement and federal income tax purposes are primarily due to timing differences in recognizing taxable market discount, timing differences in recognizing certain gains and losses on investment transactions and the treatment of investments in inverse floating rate securities reflected as financing transactions, if any. To the extent that differences arise that are permanent in nature, such amounts are reclassified within the capital accounts on the Statement of Assets and Liabilities presented in the annual report, based on their federal tax basis treatment; temporary differences do not require reclassification. Temporary and permanent differences do not impact the net asset value of the Fund.

At August 31, 2011, the cost of investments was \$91,583,898.

Gross unrealized appreciation and gross unrealized depreciation of investments at August 31, 2011, were as follows:

Gross unrealized:	
Appreciation	\$3,165,717

Depreciation	(574,432)
Net unrealized appreciation (depreciation) of investments	\$2,591,285

- (1) All percentages shown in the Portfolio of Investments are based on net assets applicable to Common shares unless otherwise noted.
 - (2) Optional Call Provisions: Dates (month and year) and prices of the earliest optional call or redemption. There may be other call provisions at varying prices at later dates. Certain mortgage-backed securities may be subject to periodic principal paydowns.
 - (3) Ratings: Using the highest of Standard & Poor's Group ("Standard & Poor's"), Moody's Investor Service, Inc. ("Moody's") or Fitch, Inc. ("Fitch") rating. Ratings below BBB by Standard & Poor's, Baa by Moody's or BBB by Fitch are considered to be below investment grade. Holdings designated N/R are not rated by any of these national rating agencies.
Backed by an escrow or trust containing sufficient U.S. Government or U.S. Government agency securities,
 - (4) which ensure the timely payment of principal and interest. Bonds backed by U.S. Government or agency securities are given an implied rating equal to the rating of such securities.
 - (5) MuniFund Term Preferred Shares, at Liquidation Value as a percentage of Total Investments is 33.8%.
N/R Not rated.
 - (IF) Inverse floating rate investment.
 - (UB) Underlying bond of an inverse floating rate trust reflected as a financing transaction.
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Item 2. Controls and Procedures.

- a. The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rule 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934 (17 CFR 240.13a-15(b) or 240.15d-15(b)).

- b. There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d))) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits.

File as exhibits as part of this Form a separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the 1940 Act (17 CFR 270.30a-2(a)), exactly as set forth below: See EX-99 CERT attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Nuveen Georgia Dividend Advantage Municipal Fund 2

By (Signature and Title) /s/ Kevin J. McCarthy
Kevin J. McCarthy
Vice President and Secretary

Date October 28, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title) /s/ Gifford R. Zimmerman
Gifford R. Zimmerman
Chief Administrative Officer (principal executive officer)

Date October 28, 2011

By (Signature and Title) /s/ Stephen D. Foy
Stephen D. Foy
Vice President and Controller (principal financial officer)

Date October 28, 2011