Edgar Filing: WASHINGTON REAL ESTATE INVESTMENT TRUST - Form 4

WASHINGTON REAL ESTATE INVESTMENT TRUST

Form 4 May 16, 2006

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

Estimated average

See Instruction

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

INVESTMENT TRUST [WRE]

5. Relationship of Reporting Person(s) to Issuer

Symbol

WASHINGTON REAL ESTATE

(Check all applicable)

(Last) (First)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

6110 EXECUTIVE

BOULEVARD, SUITE 800

(State)

05/15/2006

(Month/Day/Year)

below)

05/15/2006

S.V.P. Accounting

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

ROCKVILLE, MD 20852

(City)

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1. Title of 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Indirect (I) (Instr. 4) Following Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V (D) Price Amount Common $A^{(1)}$

11,000

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

53,444.13

36.73

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date				
				~					of		
				Code V	(A) (D)				Shares		

Deletionshin

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

FRANKLIN LAURA M 6110 EXECUTIVE BOULEVARD SUITE 800

S.V.P. Accounting

ROCKVILLE, MD 20852

Signatures

/s/ Franklin, 05/16/2006 Laura M.

**Signature of Date
Reporting Person

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).

Granted pursuant to the Washington Real Estate Investment Trust Share Grant Plan. 25% of shares become nonforfeitable one year from transaction date. An additional 25% of shares become nonforfeitable two years from transaction date. Fully vested 3 years from transaction (grant) date.

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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