

WASHINGTON REAL ESTATE INVESTMENT TRUST
 Form 4
 May 04, 2005

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 *
 REGNELL THOMAS L

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 BLVD., SUITE 800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/02/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Mnging. Dir. - Acquisitions

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 (Instr. 4)
				Code	V	Amount			
Common Stock	05/02/2005		M	6	A	\$ 14.4688	33,864.106	D	
Common Stock	05/02/2005		M	1,953	A	\$ 25.61	35,817.106	D	
Common Stock	05/02/2005		M	4,706	A	\$ 25.61	40,523.106	D	
Common Stock	05/03/2005		S	1,000	D	\$ 29.9	39,523.106	D	
Common Stock	05/03/2005		S	300	D	\$ 29.97	39,223.106	D	

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Common Stock	05/03/2005	S	400	D	\$ 29.98	38,823.106	D	
Common Stock	05/03/2005	S	100	D	\$ 29.99	38,723.106	D	
Common Stock	05/03/2005	S	1,300	D	\$ 30	37,423.106	D	
Common Stock	05/03/2005	S	1,400	D	\$ 30.01	36,023.106	D	
Common Stock	05/03/2005	S	800	D	\$ 30.02	35,223.106	D	
Common Stock	05/03/2005	S	700	D	\$ 30.03	34,523.106	D	
Common Stock	05/03/2005	S	500	D	\$ 30.06	34,023.106	D	
Common Stock	05/03/2005	S	158	D	\$ 30.07	33,865.106	D	
Common Stock	05/04/2005	S	7	D	\$ 30.42	33,858.106	D	
Common Stock						1,150	I	By Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4)
ISO - 2002 Officer & Management	\$ 25.61	05/02/2005		M	1,953	12/16/2003 ⁽¹⁾ 12/16/2012	Common Stock 1,953

NQO - 1999 Officer	\$ 14.47	05/02/2005	M	6	12/17/2000	12/17/2009	Common Stock
NQO - 2002 Officer	\$ 25.61	05/02/2005	M	4,706	12/16/2003 ⁽²⁾	12/16/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REGNELL THOMAS L 6110 EXECUTIVE BLVD. SUITE 800 ROCKVILLE, MD 20852			Mnging. Dir. - Acquisitions	

Signatures

By: Laura M. Franklin 05/04/2005

**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) 50 % exercisable on this date. 100 % exercisable one year from this date.
- (2) 50% exercisable on this date. 100% exercisable one year from this 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.