

MCKENZIE GEORGE F

Form 5

February 09, 2009

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
MCKENZIE GEORGE F2. 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)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President, CEO & Trustee6110 EXECUTIVE
BLVD., SUITE 800

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ROCKVILLE, MD 20852

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/31/2008	Â	A	Amount (1) 44.3486 A \$ 0	75,114.3786	D	Â
Common Stock	03/31/2008	Â	A	11.0871 (1) A \$ 0	75,125.4657	D	Â
Common Stock	06/30/2008	Â	A	51.1278 (1) A \$ 0	75,926.5935	D	Â
Common Stock	06/30/2008	Â	A	12.782 (1) A \$ 0	75,939.3755	D	Â

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Common Stock	09/30/2008	Â	A	42,5471 (1)	A	\$ 0	76,686.9226	D	Â
Common Stock	09/30/2008	Â	A	10,6369 (1)	A	\$ 0	76,697.5595	D	Â
Common Stock	12/31/2008	Â	A	55,7212 (1)	A	\$ 0	94,827.2807	D	Â
Common Stock	12/31/2008	Â	A	13,9304 (1)	A	\$ 0	94,841.2111	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	16,464.41	I	by Spouse

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCKENZIE GEORGE F 6110 EXECUTIVE BLVD. SUITE 800 ROCKVILLE,Â MDÂ 20852	Â X Â Â President, CEO & Trustee Â

Signatures

By: Thomas C. Morey For: George F. McKenzie 02/09/2009

__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) Units credited as dividends based on closing price

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.