

FRANKLIN LAURA M  
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  
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2005  
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1. Name and Address of Reporting Person \*  
FRANKLIN LAURA M

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)

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2008

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
E.V.P. Accounting

6110 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

\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end of<br>Issuer's Fiscal<br>Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/31/2008                              | Â                                                           | A                                       | 4.0203<br>(1)<br>A \$ 0                                                    | 61,946.4057                                                                                                  | D                                                                       | Â                                                                 |
| Common<br>Stock                       | 03/31/2008                              | Â                                                           | A                                       | 1.0114<br>(1)<br>A \$ 0                                                    | 61,947.4171                                                                                                  | D                                                                       | Â                                                                 |
| Common<br>Stock                       | 06/30/2008                              | Â                                                           | A                                       | 4.6346<br>(1)<br>A \$ 0                                                    | 62,003.115                                                                                                   | D                                                                       | Â                                                                 |
| Common<br>Stock                       | 06/30/2008                              | Â                                                           | A                                       | 1.1661<br>(1)<br>A \$ 0                                                    | 62,004.2811                                                                                                  | D                                                                       | Â                                                                 |

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|              |            |   |   |                      |   |      |             |   |   |
|--------------|------------|---|---|----------------------|---|------|-------------|---|---|
| Common Stock | 09/30/2008 | Â | A | <u>3.8569</u><br>(1) | A | \$ 0 | 62,305.2246 | D | Â |
| Common Stock | 09/30/2008 | Â | A | <u>0.9702</u><br>(1) | A | \$ 0 | 62,306.1948 | D | Â |
| Common Stock | 12/31/2008 | Â | A | <u>5.0512</u><br>(1) | A | \$ 0 | 68,275.246  | D | Â |
| Common Stock | 12/31/2008 | Â | A | <u>1.2707</u><br>(1) | A | \$ 0 | 68,276.5167 | D | Â |

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.**

SEC 2270  
(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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |                                            |       |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |                        |       |
|------------------------------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                                              | Director      | 10% Owner | Officer                | Other |
| FRANKLIN LAURA M<br>6110 EXECUTIVE BLVD.<br>SUITE 800<br>ROCKVILLE, MD 20852 | Â             | Â         | Â E.V.P.<br>Accounting | Â     |

## Signatures

Laura M. Franklin 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.