

MCKENZIE GEORGE F
Form 5
February 04, 2010

FORM 5

**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).
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

1. Name and Address of Reporting Person *
MCKENZIE GEORGE F

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)
12/31/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO & Trustee

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

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 | 03/31/2009 | Â | A | 8.7 ⁽¹⁾ A \$ 0 | 94,849.9111 | D | Â |
| Common Stock | 03/31/2009 | Â | A | 2.2 ⁽¹⁾ A \$ 0 | 94,852.1111 | D | Â |
| Common Stock | 03/31/2009 | Â | A | 23.1 ⁽¹⁾ A \$ 0 | 94,875.2111 | D | Â |
| Common Stock | 03/31/2009 | Â | A | 92.5 ⁽¹⁾ A \$ 0 | 94,967.7111 | D | Â |

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| | | | | | | | | | |
|--------------|------------|---|---|-----------------|---|------|--------------|---|-----------|
| Common Stock | 06/30/2009 | Â | A | 6.9 <u>(1)</u> | A | \$ 0 | 94,974.6111 | D | Â |
| Common Stock | 06/30/2009 | Â | A | 1.7 <u>(1)</u> | A | \$ 0 | 94,976.3111 | D | Â |
| Common Stock | 06/30/2009 | Â | A | 18.3 <u>(1)</u> | A | \$ 0 | 94,994.6111 | D | Â |
| Common Stock | 06/30/2009 | Â | A | 73.4 <u>(1)</u> | A | \$ 0 | 95,068.0111 | D | Â |
| Common Stock | 09/30/2009 | Â | A | 5.5 <u>(1)</u> | A | \$ 0 | 95,073.5111 | D | Â |
| Common Stock | 09/30/2009 | Â | A | 1.4 <u>(1)</u> | A | \$ 0 | 95,074.9111 | D | Â |
| Common Stock | 09/30/2009 | Â | A | 14.5 <u>(1)</u> | A | \$ 0 | 95,089.4111 | D | Â |
| Common Stock | 09/30/2009 | Â | A | 58.1 <u>(1)</u> | A | \$ 0 | 95,147.5111 | D | Â |
| Common Stock | 12/31/2009 | Â | A | 5.8 | A | \$ 0 | 105,443.3111 | D | Â |
| Common Stock | 12/31/2009 | Â | A | 1.4 <u>(1)</u> | A | \$ 0 | 105,444.7111 | D | Â |
| Common Stock | 12/31/2009 | Â | A | 15.4 <u>(1)</u> | A | \$ 0 | 105,460.1111 | D | Â |
| Common Stock | 12/31/2009 | Â | A | 61.6 <u>(1)</u> | A | \$ 0 | 105,521.7111 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 13,464.41 | I | by Spouse |

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

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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. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | (A) (D) | Date Exercisable Date | Title Amount or | | |

Reporting Owners

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

Signatures

By: Thomas C. Morey For: George F. McKenzie 02/04/2010

__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

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