

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Estimated average burden  
hours per response... 1.0

- 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* FRANKLIN LAURA M  (Last) (First) (Middle)	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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) E.V.P. Accounting
6110 EXECUTIVE BOULEVARD, SUITE 800  (Street)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2011	6. Individual or Joint/Group Reporting (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
ROCKVILLE, MD 20852  (City) (State) (Zip)	4. If Amendment, Date Original Filed(Month/Day/Year)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>

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)
				Amount	(A) or (D)	Price			
Common Stock	03/31/2011		A	1.3429 <a href="#">(1)</a>	A	\$ 0	77,598.5795	D	
Common Stock	03/31/2011		A	1.3998 <a href="#">(1)</a>	A	\$ 0	77,599.9793	D	
Common Stock	03/31/2011		A	5.6156 <a href="#">(1)</a>	A	\$ 0	77,605.5949	D	
Common Stock	03/31/2011		A	5.3384 <a href="#">(1)</a>	A	\$ 0	77,610.9333	D	
Common Stock	03/31/2011		A	1.1299 <a href="#">(1)</a>	A	\$ 0	77,612.0632	D	
Common Stock	03/31/2011		A	4.5063 <a href="#">(1)</a>	A	\$ 0	77,616.5695	D	
Common Stock	06/30/2011		A	1.302 <a href="#">(1)</a>	A	\$ 0	77,617.8715	D	
Common Stock	06/30/2011		A	1.3573 <a href="#">(1)</a>	A	\$ 0	77,619.2288	D	
Common Stock	06/30/2011		A	5.4443 <a href="#">(1)</a>	A	\$ 0	77,624.6731	D	
Common Stock	06/30/2011		A	5.1753 <a href="#">(1)</a>	A	\$ 0	77,629.8484	D	
Common Stock	06/30/2011		A	1.0956 <a href="#">(1)</a>	A	\$ 0	77,630.944	D	
Common Stock	06/30/2011		A	4.3687 <a href="#">(1)</a>	A	\$ 0	77,635.3127	D	
Common Stock	09/30/2011		A	1.5224 <a href="#">(1)</a>	A	\$ 0	77,636.8351	D	
Common Stock	09/30/2011		A	1.5873	A	\$ 0	77,638.4224 <a href="#">(1)</a>	D	
Common Stock	09/30/2011		A	6.3666 <a href="#">(1)</a>	A	\$ 0	77,644.789	D	
Common Stock	09/30/2011		A	6.0522 <a href="#">(1)</a>	A	\$ 0	77,650.8412	D	
Common Stock	09/30/2011		A	1.2811 <a href="#">(1)</a>	A	\$ 0	77,652.1223	D	
Common Stock	09/30/2011		A	5.1089 <a href="#">(1)</a>	A	\$ 0	77,657.2312	D	
Common Stock	12/30/2011		A	1.5927 <a href="#">(1)</a>	A	\$ 0	76,849.8239	D	
Common Stock	12/30/2011		A	1.6603 <a href="#">(1)</a>	A	\$ 0	76,851.4842	D	
Common Stock	12/30/2011		A	6.66 <a href="#">(1)</a>	A	\$ 0	76,858.1442	D	
Common Stock	12/30/2011		A	6.3309 <a href="#">(1)</a>	A	\$ 0	76,864.4751	D	
Common Stock	12/30/2011		A	1.34 <a href="#">(1)</a>	A	\$ 0	76,865.8151	D	
Common Stock	12/30/2011		A	5.3444 <a href="#">(1)</a>	A	\$ 0	76,871.1595	D	

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. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(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 6110 EXECUTIVE BOULEVARD, SUITE 800 ROCKVILLE, MD 20852			E.V.P. Accounting	

## Signatures

By: Thomas C. Morey For: Laura M. Franklin		02/13/2012
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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.

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