

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

WASHINGTON REAL ESTATE INVESTMENT TRUST
(Exact name of Registrant as specified in its charter)

<TABLE>

<S>	MARYLAND	<C>	53-0261100
	-----		-----
	(State or other jurisdiction of incorporation or organization)		I.R.S. Employer Identification No.
	10400 CONNECTICUT AVENUE KENSINGTON, MARYLAND (301) 929-5900 (Address and telephone number of Registrant's principal executive offices)		LARRY E. FINGER SENIOR VICE PRESIDENT 10400 CONNECTICUT AVENUE KENSINGTON, MARYLAND (301) 929-5900 (Name, address and telephone number of agent for service)

</TABLE>

1991 INCENTIVE STOCK OPTION PLAN
AND TWO NON-QUALIFIED SHARE OPTIONS
(Full Title of the Plan)

The Commission is requested to send copies of all communications to:

JEFFREY E. JORDAN, ESQ.
ARENT FOX KINTNER PLOTKIN & KAHN
1050 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20036

In accordance with Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), Washington Real Estate Investment Trust, a Maryland trust (the "Registrant"), as successor to Washington Real Estate Investment Trust, a District of Columbia trust (the "Predecessor), hereby amends the Form S-8 Registration Statement No. 33-63671 filed with the Securities and Exchange Commission (the "Commission") on October 25, 1995 by the Predecessor, hereby adopts such Registration Statement as its own Registration Statement for all purposes of the Securities Act and the Securities Exchange Act of 1934 (the "Exchange Act") and hereby sets forth any additional information necessary to reflect any material changes made in connection with or resulting from the succession, or necessary to keep the Registration Statement from being misleading in any material respect.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents previously filed by the Registrant or the Predecessor with the Commission are incorporated by reference in this Registration Statement:

1. The Predecessor's Annual Report on Form 10-K for the fiscal year ended December 31, 1995.

2. The Predecessor's Quarterly Reports on Form 10-Q for the period ended March 31, 1996.
3. The Predecessor's Proxy Statement dated April 22, 1996.
4. The Predecessor's Current Report on Form 8-K dated May 31, 1996.
5. All other reports filed by the Predecessor or the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year ended December 31, 1995.
6. The Predecessor's Form 8-A Registration Statement filed pursuant to Section 12 of the Exchange Act, containing a description of the Registrant's shares of beneficial interest ("Shares"), including any amendment or report filed for the purpose of updating such description.
7. The Registrant's Form 8-B Registration Statement filed pursuant to Section 12 of the Exchange Act.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Registrant's Declaration of Trust dated April 5, 1996 provides that no Trustee or officer of the Registrant shall be personally liable, in tort, contract or otherwise, in connection with the Registrant's property or the affairs of the Registrant, or on account of his own acts or omissions to the Registrant, or to any shareholder, Trustee, officer or agent thereof except (1) to the extent that it is proved that such Trustee or officer actually received an improper benefit or profit in money, property, or services, in which case any such liability shall not exceed the amount of the benefit or profit in money, property, or services actually received; or (2) to the extent that a judgment or other final adjudication adverse to such Trustee or officer is entered in a proceeding based on a finding in the proceeding that such Trustee's or officer's action or failure to act was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding. All persons shall look solely to the Registrant's property for satisfaction of claims of any nature in connection with the affairs of the Registrant. The Registrant's Declaration of Trust further provides for the indemnification of the Registrant's Trustees and officers to the fullest extent permitted by Section 2-418 of the Maryland General Corporation Law.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kensington, State of Maryland, on the 12 day of July, 1996.

WASHINGTON REAL ESTATE INVESTMENT TRUST

By: /s/ Edmund B. Cronin, Jr.

Edmund B. Cronin, Jr.

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Pursuant to the requirements of the Securities Act, this Post Effective Amendment has been signed below by the following persons in the capacities and on the date indicated:

<TABLE>

<CAPTION> SIGNATURES -----	TITLE -----	DATE -----
<S> /s/ Arthur A. Birney * ----- Arthur A. Birney	<C> Chairman of the Trustees	<C> July 12, 1996
/s/ William N. Cafritz * ----- William N. Cafritz	Trustee	July 12, 1996
/s/ Edmund B. Cronin, Jr. ----- Edmund B. Cronin, Jr.	Trustee, President and Chief Executive Officer	July 12, 1996
/s/ Benjamin H. Dorsey * ----- Benjamin H. Dorsey	Trustee	July 12, 1996
/s/ Larry E. Finger ----- Larry E. Finger	Senior Vice President and Chief Financial Officer (Principal Accounting Officer)	July 12, 1996
/s/ B. Franklin Kahn * ----- B. Franklin Kahn	Trustee	July 12, 1996
/s/ David M. Osnos * ----- David M. Osnos	Trustee	July 12, 1996
/s/ Stanley P. Snyder * ----- Stanley P. Snyder </TABLE>	Trustee	July 12, 1996

*/ Signed by Edmund B. Cronin, Jr., pursuant to the power of attorney previously filed as part of this Registration Statement on Form S-8.