

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----  
FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Washington Real Estate Investment Trust  
(Exact Name of Registrant as Specified in Its Charter)

Maryland  
(State of Incorporation or Organization)

53-0261100  
(I.R.S. Employer  
Identification No.)

6110 Executive Boulevard, Suite 800, Rockville, Maryland  
(Address of Principal Executive Offices)

20852  
(Zip Code)

<TABLE>

<S><C>

If this form relates to the registration of  
a class of securities pursuant to Section  
12(b) of the Exchange Act and is  
effective pursuant to General Instruction  
A.(c), please check the following box.

</TABLE>

If this form relates to the registration of  
a class of securities pursuant to Section  
12(g) of the Exchange Act and is  
effective pursuant to General Instruction  
A.(d), please check the following box.

SECURITIES ACT REGISTRATION STATEMENT FILE NUMBER TO WHICH THIS FORM  
RELATES: N/A

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS  
TO BE SO REGISTERED  
Shares of beneficial interests

NAME OF EACH EXCHANGE ON WHICH  
EACH CLASS IS TO BE REGISTERED  
New York Stock Exchange

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None  
(Title of Class)

(Title of Class)

- 1 -

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the Registrant's shares of beneficial interest is hereby incorporated by reference from the sections entitled "Description of Shares - General," "- Common Shares," "-Business Combination Provisions," "-Excess Share Provisions" and "-Taxation" of the Registrant's Prospectus dated January 16, 1998 filed pursuant to Rule 424(b)(3) with respect to the registrant's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on March 12, 1997 (File No. 333-23157).

ITEM 2. EXHIBITS.

1. Declaration of Trust dated April 5, 1996. (Incorporated by reference to Exhibit 3 to the registrant's Form 8-B filed with the Securities and Exchange Commission on July 10, 1996.)

2. Amendment to Declaration of Trust dated September 21, 1998. (Incorporated by reference to Exhibit 3 to the registrant's Form 10-Q filed with the Securities and Exchange Commission on November 13, 1998.)

3. By-Laws dated April 5, 1996. (Incorporated by reference to Exhibit 4 to the registrant's Form 8-B filed with the Securities and Exchange Commission on July 10, 1996.)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Washington Real Estate Investment Trust

\_\_\_\_\_  
(Registrant)

Date: December 4, 1998

By: /s/ Larry E. Finger

\_\_\_\_\_  
Name: Larry E. Finger  
Title: Senior Vice President and  
Chief Financial Officer