

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

MARYLAND
(State or other jurisdiction of
incorporation or organization)

53-0261100
(I.R.S. Employer
Identification Number)

6110 Executive Boulevard
Suite 800
Rockville, Maryland 20852
(301) 984-9400

(Address, including zip code, and telephone number of Registrant's principal executive offices)

Ms. Sara Grootwassink
Chief Financial Officer
6110 Executive Boulevard
Suite 800
Rockville, Maryland 20852
(301) 984-9400

(Name, address, including zip code, and telephone number of agent for service)

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

Jeffrey E. Jordan, Esq.
Arent Fox Kintner Plotkin & Kahn, PLLC
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036
(202) 857-6473

Catherine S. Gallagher, Esq.
Vinson & Elkins L.L.P.
1455 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
(202) 639-6544

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-81913

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If the delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE
5.25% Senior Notes due January 15, 2014	\$14,833,375	\$1,200.05

(1) Estimated pursuant to Rule 457(o) solely for purposes of calculating the registration fee.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) under the Securities Act of 1933.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV of Form S-3, both as promulgated under the Securities Act of 1933, as amended. The Registrant hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 333-81913) filed with the Securities and Exchange Commission on June 30, 1999, as amended on July 14, 1999, which was declared effective by the Commission on July 15, 1999, and amended on a post-effective basis on March 12, 2003, including each of the documents filed by the Registrant with the Securities and Exchange Commission and incorporated or deemed to be incorporated by reference therein.

**PART II
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 16. Exhibits

All exhibits filed with or incorporated by reference in Registration Statement No. 333-81913 are incorporated herein by reference into, and shall be deemed a part of, this Registration Statement, except the following which are filed herewith.

<u>EXHIBIT NO.</u>	<u>EXHIBIT</u>
5.1	Opinion of Arent Fox Kintner Plotkin & Kahn, PLLC
23.1	Consent of Ernst & Young LLP
23.2	Consent of Argy, Wiltse & Robinson, P.C.
23.3	Consent of Arent Fox Kintner Plotkin & Kahn, PLLC (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page of Registration Statement)
25.1	Statement of eligibility and qualification on Form T-1 of J.P. Morgan Trust Company, National Association, as Senior Indenture Trustee

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Washington Real Estate Investment Trust certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 pursuant to Rule 462(b) and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rockville, State of Maryland, on December 8, 2003.

WASHINGTON REAL ESTATE INVESTMENT TRUST

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

Edmund B. Cronin, Jr.
Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Edmund B. Cronin, Jr. and Sara Grootwassink, and each of them, his true and lawful attorney-in-fact and agent with power of substitution and resubstitution, for him, and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post effective amendments) to this registration statement on Form S-3, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the SEC granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done to comply with the provisions of the Securities Act and all requirements of the SEC hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
/s/ Edmund B. Cronin, Jr. _____ Edmund B. Cronin, Jr.	Chairman, President and Chief Executive Office	December 8, 2003
/s/ John M. Derrick, Jr. _____ John M. Derrick, Jr.	Trustee	December 8, 2003
/s/ Clifford M. Kendall _____ Clifford M. Kendall	Trustee	December 8, 2003
/s/ John P. McDaniel _____ John P. McDaniel	Trustee	December 8, 2003
_____ Charles T. Nason	Trustee	December , 2003
/s/ David M. Osnos _____ David M. Osnos	Trustee	December 8, 2003
_____ Susan J. Williams	Trustee	December , 2003
/s/ Sara Grootwassink _____ Sara Grootwassink	Chief Financial Officer	December 8, 2003
/s/ Laura Franklin _____ Laura Franklin	Senior Vice President Accounting and Administration (chief accounting office)	December 8, 2003

EXHIBIT INDEX TO REGISTRATION STATEMENT ON FORM S-3

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[Letterhead of Arent Fox Kintner Plotkin & Kahn, PLLC]

December 8, 2003

Washington Real Estate Investment Trust
110 Executive Boulevard, Suite 800
Rockville, MD 20852

Ladies and Gentlemen:

We are counsel to Washington Real Estate Investment Trust, a Maryland real estate investment trust (the "Company"), and have represented the Company with respect to the Registration Statement on Form S-3 (the "Registration Statement") being filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"), relating to the registration of \$14,833,375 of Senior Notes of the Company (the "Notes") to be issued under an Indenture dated as of August 1, 1996 (the "Indenture") between the Company and J. P. Morgan Trust Company, National Association (successor to The First National Bank of Chicago) (the "Trustee").

In connection with rendering this opinion, we have examined the Company's Registration Statement on Form S-3 (File No. 333-81913), as amended, originally filed by the Company with the Commission on June 30, 1999 (the "Shelf Registration Statement"); the prospectus included in the Shelf Registration Statement (the "Prospectus"); the Company's Declaration of Trust, as amended, and the Company's Bylaws, as amended; such records of trust proceedings of the Company as we have deemed necessary; and such other certificates, receipts, records and documents as we considered necessary for the purposes of this opinion. In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as certified, photostatic or facsimile copies, and the authenticity of the originals of such copies.

Based on the foregoing, it is our opinion that:

1. The Company is a Maryland real estate investment trust duly organized, validly existing and in good standing under the laws of the State of Maryland.
2. The Company has the trust power and authority to execute and deliver the Indenture and to authorize, issue and sell the Notes.

3. The Notes will be legally issued and binding obligations of the Company (except to the extent enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or other similar laws affecting the enforcement of creditors' rights generally and by the effect of general principles of equity, regardless of whether enforceability is considered in a proceeding in equity or at law) when (i) the Registration Statement shall have become effective under the Securities Act, (ii) any necessary supplemental indenture to the Indenture shall have been duly executed by the Company and the Trustee, (iii) the Company's Board of Trustees or a duly authorized committee thereof shall have duly adopted final resolutions authorizing the issuance and sale of such Notes under the Indenture as contemplated by the Registration Statement, (iv) a Prospectus Supplement with the respect to such Notes shall have been filed with the Commission pursuant to Rule 424 under the Securities Act, and (v) such Notes shall have been duly executed and authenticated as provided in the Indenture and such resolutions and shall have been duly delivered to the purchasers thereof against payment of the agreed consideration therefor.

For the purposes of this opinion letter, we have assumed that, at the time of the issuance, sale and delivery of the Notes, the authorization thereof by the Company will not have been modified or rescinded, and there will not have occurred any change in law affecting the validity, legally binding character or enforceability thereof; and the Indenture will not have been modified or amended.

We do not find it necessary for the purposes of this opinion letter to cover, and accordingly we express no opinion as to, the application of the securities or blue sky laws of the various states or the District of Columbia to the sale of the Notes.

This opinion letter is limited to the laws of the State of Maryland, the State of New York and the federal laws of the United States of America to the extent applicable.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to our Firm under the headings "Legal Matters" and "Legal Opinions" in the Prospectus. In giving such opinion, we do not admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/

Arent Fox Kintner Plotkin & Kahn, PLLC

CONSENT OF ERNST & YOUNG LLP

We consent to the incorporation by reference in this Registration Statement on Form S-3 (for the registration of additional senior notes of Washington Real Estate Investment Trust) filed pursuant to Rule 462(b) of the Securities Act of 1933 to the reference to our firm as experts in Post-Effective Amendment No. 1 to the Registration Statement (Form S-3 No. 333-81913) and related Prospectus of Washington Real Estate Investment Trust for the registration of \$325,546,875 of its common shares, preferred shares, common share warrants and debt securities and to the incorporation by reference therein of our report dated February 19, 2003, with respect to the consolidated financial statements and schedule of Washington Real Estate Investment Trust included in its Annual Report on Form 10-K for the year ended December 31, 2002 and our report dated August 25, 2003 with respect to the statement of revenues over certain operating expenses of 1776 G Street, NW, Washington, D.C. included in its Current Report on Form 8-K/A dated August 7, 2003, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

McLean, VA

December 8, 2003

INDEPENDENT AUDITORS' CONSENT

We consent to the use in this Registration Statement on Form S-3 of Washington Real Estate Investment Trust ("WRIT") of our report dated November 27, 2001, relating to the audited historical summary of gross income and direct operating expenses of One Central Plaza for the year ended December 31, 2000 and our report dated December 2, 2003, relating to the audited historical summary of gross income and direct operating expenses of Prosperity Medical Center for the year ended December 31, 2002 and to the reference to our firm as experts in the Registration Statement.

ARGY, WILTSE & ROBINSON, P.C.

McLean, Virginia

December 8, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF
A CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF
A TRUSTEE PURSUANT TO SECTION 305(b)(2) _____

**J. P. MORGAN TRUST COMPANY,
NATIONAL ASSOCIATION**

(Exact name of trustee as specified in its charter)

(State of incorporation
if not a national bank)

101 California Street, Floor 38
San Francisco, California
(Address of principal executive offices)

95-4655078
(I.R.S. employer
identification No.)

94111
(Zip Code)

William H. McDavid
General Counsel
270 Park Avenue
New York, New York 10017
Tel: (212) 270-2611

(Name, address and telephone number of agent for service)

Washington Real Estate Investment Trust

(Exact name of obligor as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

6110 Executive Boulevard, Suite 800
Rockville, Maryland
(Address of principal executive offices)

53-0261100
(I.R.S. employer
identification No.)

20852
(Zip Code)

DEBT SECURITIES

(Title of the indenture securities)

Item 1. General Information.

Furnish the following information as to the trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

Comptroller of the Currency, Washington, D.C.
Board of Governors of the Federal Reserve System, Washington, D.C.

- (b) Whether it is authorized to exercise corporate trust powers.

Yes.

Item 2. Affiliations with Obligor.

If the Obligor is an affiliate of the trustee, describe each such affiliation.

None.

No responses are included for Items 3-15 of this Form T-1 because the Obligor is not in default as provided under Item 13.

Item 16. List of Exhibits.

List below all exhibits filed as part of this statement of eligibility.

- | | |
|------------|---|
| Exhibit 1. | Articles of Association of the Trustee as Now in Effect (see Exhibit 1 to Form T-1 filed in connection with Form 8K of the Southern California Water Company filing, dated December 7, 2001, which is incorporated by reference). |
| Exhibit 2. | Certificate of Authority of the Trustee to Commence Business (see Exhibit 2 to Form T-1 filed in connection with Registration Statement No. 333-41329, which is incorporated by reference). |
| Exhibit 3. | Authorization of the Trustee to Exercise Corporate Trust Powers (contained in Exhibit 2). |
| Exhibit 4. | Existing By-Laws of the Trustee (see Exhibit 4 to Form T-1 filed in connection with Form 8K of the Southern California Water Company filing, dated December 7, 2001, which is incorporated by reference). |
| Exhibit 5. | Not Applicable |
| Exhibit 6. | The consent of the Trustee required by Section 321 (b) of the Act (see Exhibit 6 to Form T-1 filed in connection with Registration Statement No. 333-41329, which is incorporated by reference). |
| Exhibit 7. | A copy of the latest report of condition of the Trustee, published pursuant to law or the requirements of its supervising or examining authority. |
| Exhibit 8. | Not Applicable |
| Exhibit 9. | Not Applicable |

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the Trustee, J. P. Morgan Trust Company, National Association, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of San Francisco, and State of California, on the 2nd day of December, 2003.

J. P. Morgan Trust Company, National Association

By /s/ Sharon K. McGrath

Sharon K. McGrath
Assistant Vice President

J. P. Morgan Trust Company, National Association
Statement of Condition

June 30, 2003

	<u>(\$000)</u>
Assets	
Cash and Due From Banks	\$ 30,669
Securities	106,073
Loans and Leases	41,488
Premises and Fixed Assets	9,168
Intangible Assets	162,542
Other Assets	17,245
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Total Assets	\$ 367,185
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Liabilities	
Deposits	\$ 97,653
Other Liabilities	47,491
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Total Liabilities	145,144
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Equity Capital	
Common Stock	600
Surplus	181,587
Retained Earnings	39,854
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Total Equity Capital	222,041
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Total Liabilities and Equity Capital	\$ 367,185
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