

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) February 18, 2010

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

Maryland
(State or other jurisdiction
of incorporation)

1-6622
(Commission
File Number)

53-0261100
(IRS Employer
Identification Number)

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

20852
(Zip Code)

Registrant's telephone number, including area code (301) 984-9400

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.
Appointment of Certain Officers

On February 18, 2010, the Board of Trustees (the "Board") of Washington Real Estate Investment Trust (the "Trust") announced the election of John P. McDaniel as Chairman of the Trust. Mr. McDaniel's election as Chairman will be effective upon (i) the retirement of Edmund B. Cronin, Jr., WRIT's current Chairman, at the 2010 annual meeting in accordance with WRIT's Board retirement age, and (ii) Mr. McDaniel's reelection to the Board at the 2010 annual meeting.

Biographical information with respect to Mr. McDaniel is set forth at page 5 of the Trust's proxy statement filed with the SEC on April 7, 2009 (and such information is incorporated herein by reference).

Compensatory Arrangements of Certain Officers

On February 18, 2010, the Board adopted stock ownership guidelines for executive officers of the Trust. The stock ownership guidelines provide as follows:

The Board ... believes that it is important to align the interests of the executives with those of the shareholders. As a result, the Board expects each executive to retain an aggregate number of common shares of the Trust having a market value at least equal to a specified multiple of such executive's annual base salary for the preceding calendar year. The applicable multiples of base salary required to be held are as follows:

CEO: 3 times

Executive Vice President: 2 times

Senior Vice President/Managing Director: 1 time

The Board expects each executive to attain the level set forth above within five years after his or her date of employment with WRIT or February 18, 2015 (which is five years after the commencement of these guidelines), whichever is later. The Board expects to adopt additional terms and conditions for these guidelines later in 2010, including an implementation guideline for executives during the transition period to the full requirements.

Also on February 18, 2010, the Compensation Committee of the Trust modified the administration of the restricted share unit portion of the Trust's long-term incentive compensation plan. Restricted share units comprise 1/3 of each long-term incentive award made under the plan and are subject to 20% vesting on each anniversary date of the date of grant, provided the participant remains employed with the Trust.

For long-term incentive awards made under the plan prior to 2010, the restricted share units were granted at the end of the year (with vesting starting on such grant date). Under the modified administration of the plan adopted by the Compensation Committee, the grants will now occur at the beginning of the year. The exact timing will be subject to the Compensation Committee's discretion, but is expected to occur in January or February of each year. This modification will not affect any previously outstanding restricted share units.

Further information regarding the Trust's long-term incentive compensation plan is contained at pages 11 to 13 of the Trust's proxy statement filed with the SEC on April 7, 2009 (and such information is incorporated herein by reference).

Item 7.01 Regulation FD Disclosure

On February 18, 2010, the Trust issued a press release relating to the matter discussed above under “Item 5.02 – Appointment of Certain Officers.” This press release is being furnished with this Current Report on Form 8-K as Exhibit 99.1. This document is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

None

(b) Pro Forma Financial Information

None

(c) Exhibits

99.1 Press release, dated February 18, 2010

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WASHINGTON REAL ESTATE INVESTMENT TRUST
(Registrant)

By: /s/ Laura M. Franklin
(Signature)
Laura M. Franklin
Executive Vice President Accounting,
Administration and Corporate Secretary

February 23, 2010
(Date)



CONTACT:

William T. Camp
 Executive Vice President and
 Chief Financial Officer
 Direct Dial: 301-255-0788
 E-Mail: bcamp@writ.com

6110 Executive Blvd., Suite 800
 Rockville, Maryland 20852
 Tel 301-984-9400
 Fax 301-984-9610
www.writ.com

February 18, 2010

**WASHINGTON REAL ESTATE INVESTMENT TRUST
 ANNOUNCES CHAIRMAN TRANSITION PLAN**

Rockville, MD (February 18, 2010) The Board of Trustees of Washington Real Estate Investment Trust (WRIT) (NYSE:WRE) announced the election of John P. McDaniel as Chairman of WRIT, effective at WRIT’s 2010 annual meeting. Mr. McDaniel will take office upon the retirement of Edmund B. Cronin, Jr., WRIT’s current Chairman, at the 2010 annual meeting in accordance with WRIT’s Board retirement age policy.

Retirement of Edmund B. Cronin, Jr.

After 15 years of service to WRIT, Mr. Cronin will step down from the Board at the conclusion of his term at the 2010 annual meeting of shareholders. Mr. Cronin served as Chief Executive Officer of WRIT from 1995 to 2007 and has served as Chairman since 2000.

George F. “Skip” McKenzie, WRIT’s Chief Executive Officer, noted, “Ed Cronin’s accomplishments at WRIT are numerous – listing WRIT on the New York Stock Exchange, upgrading our portfolio, increasing our public visibility and market capitalization, and continuing our 48 year history of dividends at equal or increasing rates. When Ed took over as CEO, WRIT owned 38 properties and had a total market capitalization of approximately \$500 million. Now we are a diversified owner and operator of 90 properties with a market capitalization of \$2.9 billion.”

“WRIT’s shareholders, Board of Trustees, management team and employees owe a debt of gratitude to Ed Cronin for his business leadership and sound judgment through various real estate cycles,” added Mr. McDaniel. “His strategic vision ushered the WRIT franchise into the ranks of modern publicly-traded real estate companies, or REITs, with experienced, professional management operating well-positioned, income-producing real estate assets. As WRIT now enters its 50th year in business, we recognize Ed as one of the drivers of WRIT’s success.”

Election of John P. McDaniel

John McDaniel will take office as Chairman upon the conclusion of Mr. Cronin’s term at WRIT’s 2010 annual meeting and Mr. McDaniel’s reelection to the Board. He will become only the fourth Chairman in WRIT’s history. Mr. McDaniel has served as WRIT’s lead independent Board member since 2004. From 1982 until his retirement in January 2008, Mr. McDaniel served as Chief Executive Officer of MedStar Health, a multi-institutional healthcare organization consisting of seven hospitals and 23,000 employees in the Washington/Baltimore region. During his tenure, MedStar grew to be the third largest employer in the region.

“John McDaniel has been an instrumental Board member since joining WRIT’s Board in 1998 – and during his tenure has served on our Audit, Compensation and Corporate Governance/Nominating Committees in addition to serving as our lead independent Board member. He brings a deep understanding of WRIT’s business strategy based on years of experience on our Board,” Mr. McKenzie noted. “John also was one of the drivers behind WRIT’s successful investment in medical office properties – an effort that has led to WRIT owning 18 strategically-located medical office assets comprising what we believe is the best medical office portfolio in the Washington/Baltimore region.”

John M. Derrick, Jr., former Chief Executive Officer of Pepco Holdings and a WRIT Board member since 1997, added, “John McDaniel’s election as Chairman fulfills a promise WRIT’s Board of Trustees made to WRIT’s shareholders in the fall of 2009 when we publicly announced that we would elect an independent Chairman in May 2010. And – in addition to strong independent board leadership in keeping with today’s governance principles – John McDaniel brings a mission to work with management to continue the growth of the WRIT franchise and increase shareholder value. As a former Chairman of the Greater Washington Board of Trade, his knowledge of the Washington/Baltimore business community where WRIT exclusively operates is without parallel.”

About WRIT

Founded in 1960, WRIT is the oldest publicly traded REIT formed under the landmark Real Estate Investment Trust Act (the Act). The Act, passed by Congress in late 1960, opened the door for small and retail investors to participate more easily in the investment in large-scale, income-producing real estate.

WRIT is a self-administered, self-managed, equity real estate investment trust investing in income-producing properties in the greater Washington metro region. WRIT owns a diversified portfolio of 90 properties totaling approximately 11 million square feet of commercial space and 2,540 residential units. These 90 properties consist of 27 office properties, 20 industrial/flex properties, 18 medical office properties, 14 retail centers, 11 multifamily properties and land for development. WRIT shares are publicly traded on the New York Stock Exchange (NYSE:WRE).

Certain statements in this press release are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements involve known and unknown risks, uncertainties, and other factors that may cause actual results to differ materially. Such risks, uncertainties and other factors include, but are not limited to, the effect of the current credit and financial market conditions, the availability and cost of capital, fluctuations in interest rates, tenants’ financial conditions, the timing and pricing of lease transactions, levels of competition, the effect of government regulation, the impact of newly adopted accounting principles, changes in general and local economic and real estate market conditions, and other risks and uncertainties detailed from time to time in our filings with the SEC, including our 2008 Form 10-K, our third quarter 2009 10-Q and our Form 8-K filed July 10, 2009. We assume no obligation to update or supplement forward-looking statements that become untrue because of subsequent events.

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