

# 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) September 23, 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))

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**Item 8.01 Other Events.**

On September 23, 2010, Washington Real Estate Investment Trust (“WRIT”) announced an underwritten public offering of \$250 million aggregate principal amount of senior unsecured notes due 2020 under its shelf registration statement filed with the Securities and Exchange Commission. A copy of the press release is attached as Exhibit 99.1 hereto.

On September 23, 2010, WRIT announced the commencement of a cash tender offer for all of its outstanding 5.95% Senior Notes due 2011 and all of its outstanding 3 7/8% Convertible Senior Notes due 2026. A copy of the press release is attached as Exhibit 99.2 hereto.

Since July 29, 2010, WRIT issued 1,573,940 common shares pursuant to its Sales Agency Financing Agreement with BNY Mellon Capital Markets at an average offering price of \$31.13 for gross proceeds of approximately \$49.0 million, or approximately \$48.5 million net of commission, as of September 23, 2010. WRIT paid BNY Mellon Capital Markets a commission of 1% of the sales price of all shares sold, or approximately \$490,000. The proceeds were used to repay borrowings under one of WRIT’s lines of credit and for general corporate purposes. As of September 22, 2010, the total outstanding balance on WRIT’s lines of credit was \$100.0 million.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

The following exhibits are filed with this report on Form 8-K:

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated September 23, 2010.
99.2	Press Release dated September 23, 2010.

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**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

By: /s/ William T. Camp

William T. Camp

Executive Vice President and Chief Financial Officer

September 23, 2010

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**Exhibit Index**

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WASHINGTON  
REAL ESTATE  
INVESTMENT  
TRUST

**CONTACT:**

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September 23, 2010

**WASHINGTON REAL ESTATE INVESTMENT TRUST ANNOUNCES  
TENDER OFFERS FOR OUTSTANDING NOTES**

Rockville, MD, September 23, 2010 - Washington Real Estate Investment Trust (WRIT) (NYSE: WRE) announced today that it has commenced two cash tender offers for any and all of its outstanding 5.95% Senior Notes due June 15, 2011 (the "2011 Notes") and its outstanding 3 7/8% Convertible Senior Notes due September 15, 2026 (the "Convertible Notes," and collectively with the 2011 Notes, the "Notes"). The offers to purchase consist of two separate offers (each an "Offer" and together, the "Offers"), with one offer to purchase any and all of the outstanding 2011 Notes pursuant to the Offer to Purchase dated September 23, 2010 and the related Letter of Transmittal and a second offer to purchase any and all of the outstanding Convertible Notes pursuant to the Offer to Purchase dated September 23, 2010 and the related Letter of Transmittal.

The Offers are contingent upon the satisfaction of certain conditions, including WRIT's issuance of debt having an aggregate principal amount of at least \$250 million in one or more debt financings on terms reasonably satisfactory to WRIT. The Offers are not subject to any minimum tender condition.

The consideration payable per \$1,000 principal amount of each series of the Notes will include the amount set forth below under the column entitled "Price Per \$1,000 Principal Amount of Notes" plus the accrued and unpaid interest, up to, but not including, the settlement date for the Notes purchased in both Offers. The payment date for the 2011 Notes Offer shall be promptly following the 2011 Notes Offer Expiration Date (as defined below) and is expected to be October 4, 2010. The payment date for the Convertible Notes Offer shall be promptly following the Convertible Notes Offer Expiration Date (as defined below) and is expected to be October 25, 2010. Additional terms and conditions of the Offers are set forth in the respective Offers to Purchase and the related Letters of Transmittal.

<u>CUSIP Number</u>	<u>Title of Security</u>	<u>Aggregate Principal Amount Outstanding</u>	<u>Price Per \$1,000 Principal Amount of Notes</u>
<b>2011 Notes Offer</b>			
939653 AH 4	5.95% Senior Notes due June 15, 2011	\$ 150,000,000	\$ 1,037.50
<b>Convertible Notes Offer</b>			
939653 AJ0/ 939653 AK7	3 7/8% Convertible Senior Notes due September 15, 2026	\$ 125,495,000	\$ 1,027.50

The 2011 Notes Offer will expire at 5:00 p.m., New York City time, on Friday, October 1, 2010, unless extended (the "2011 Notes Offer Expiration Date") and the Convertible Notes Offer will expire at 12:00 midnight, New York City time, on Friday, October 22, 2010, unless extended (the "Convertible Notes Offer Expiration Date"). The 2011 Notes Offer Expiration Date and the Convertible Notes Offer Expiration Date are each referred to as an "Expiration Date." Under certain circumstances, and as more fully described in the Offers to Purchase, WRIT may terminate either Offer before the applicable Expiration Date. Any tendered Notes may be withdrawn prior to, but not after, the applicable Expiration Date and withdrawn Notes may be re-tendered by a holder at any time prior to the applicable Expiration Date.

This press release is neither an offer to purchase nor a solicitation to buy any of the Notes nor is it a solicitation for acceptance of the Offers. WRIT is making the Offers only by, and pursuant to the terms of, the Offers to Purchase and

the related Letters of Transmittal. The Offers are not being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. None of WRIT, the Dealer Managers, the Depository, the Information Agent for the Offers or the trustee for the Notes makes any recommendation in connection with the Offers.

The complete terms and conditions of the Offers are set forth in the Offers to Purchase and Letters of Transmittal that are being sent to holders of the Notes. Holders are urged to read the Offer documents carefully when they become available. Copies of the Offers to Purchase and Letters of Transmittal may be obtained from Global Bondholder Services Corporation, the Information Agent for the Offers, at (212) 430-3774 (collect) or (866) 540-1500 (toll-free).

Citi and Wells Fargo Securities are the Dealer Managers for the Offers. Questions regarding the Offers may be directed to Citi at (800) 558-3745 (toll-free) or (212) 723-6106 (collect) or Wells Fargo Securities at (866) 309-6316 (toll-free) or (704) 715-8341 (collect) for the 2011 Notes and (800) 367-8652 (toll-free) for the Convertible Notes.

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 88 properties, totaling approximately 11 million square feet of commercial space and 2,540 residential units, and land held for development. These 88 properties consist of 26 office properties, 19 industrial/flex properties, 18 medical office properties, 14 retail centers and 11 multifamily properties. WRIT's shares are publicly traded on the New York Stock Exchange (NYSE:WRE).

#### **Forward-Looking Statements**

*Certain statements in our earnings press release or during our presentation 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 2009 Form 10-K and second quarter 2010 10-Q. We assume no obligation to update or supplement forward-looking statements that become untrue because of subsequent events.*



WRIT

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REAL ESTATE  
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September 23, 2010

**WASHINGTON REAL ESTATE INVESTMENT TRUST ANNOUNCES  
OFFERING OF \$250 MILLION OF SENIOR UNSECURED NOTES DUE 2020**

Washington Real Estate Investment Trust (WRIT) (NYSE: WRE) announced today that it is commencing an underwritten public offering of \$250 million aggregate principal amount of senior unsecured notes due 2020 under its shelf registration statement filed with the Securities and Exchange Commission.

WRIT intends to utilize the net proceeds from the offering for the purchase of its outstanding 3<sup>7</sup>/<sub>8</sub>% convertible senior notes due 2026 and 5.95% senior notes due 2011 pursuant to the previously announced tender offers for these notes which commenced September 23, 2010. Remaining net proceeds, if any, are intended to be used to repay borrowings under WRIT's lines of credit or for general corporate purposes.

Citi and Wells Fargo Securities will be the Joint Book-Running Managers for the offering. A preliminary prospectus and final prospectus related to the public offering will be filed with the Securities and Exchange Commission. Copies of the preliminary prospectus and final prospectus, when available, may be obtained from Citi, Attention: Prospectus Department, Brooklyn Army Terminal, 140 58th Street, 8th Floor, Brooklyn, NY 11220 or by calling toll-free at 1-877-858-5407 or Wells Fargo Securities, 1525 West W.T. Harris Boulevard, NC0675, Charlotte, NC 28262, Attention: Syndicate Operations, or by calling toll-free at 1-800-326-5897.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state. The offering may be made only by means of a prospectus and related prospectus supplement.

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 88 properties, totaling approximately 11 million square feet of commercial space and 2,540 residential units, and land held for development. These 88 properties consist of 26 office properties, 19 industrial/flex properties, 18 medical office properties, 14 retail centers and 11 multifamily properties. WRIT's shares are publicly traded on the New York Stock Exchange (NYSE:WRE).

*Certain statements in our earnings press release or during our presentation 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 2009 Form 10-K and second quarter 2010 10-Q. We assume no obligation to update or supplement forward-looking statements that become untrue because of subsequent events.*

