

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 2, 2011

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 20852
(Address of Principal Executive Office) (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 2.01 Completion of Acquisition or Disposition of Assets.

On August 9, 2011, Washington Real Estate Investment Trust ("WRIT") reported in a Current Report on Form 8-K that it had entered into five separate purchase and sale agreements with AP AG Portfolio, LLC to effectuate the sale of WRIT's entire industrial portfolio and two office assets encompassing in total approximately 3.1 million square feet. The sales prices under the five agreements aggregate to \$350,000,000.

On September 2, 2011, WRIT closed on the first three of the purchase and sale agreements. The sales prices under the three agreements aggregate to \$235,760,443. Projected closing dates for the two remaining transactions are October 3, 2011 (one transaction totaling \$44,554,233) and November 1, 2011 (one transaction totaling \$69,685,324).

The properties, purchase prices and actual/projected closing dates under each of the purchase and sale agreements are as follows:

Purchase and Sale Agreement #1 (\$51,674,074; closed on September 2, 2011):

1. 8880 Gorman Road
2. Dulles South IV
3. Fullerton Business Center
4. Hampton Overlook
5. Alban Business Center

Purchase and Sale Agreement #2 (\$51,667,308; closed on September 2, 2011):

1. Pickett Industrial Park
2. Northern Virginia Industrial Park I

Purchase and Sale Agreement #3 (\$132,419,061; closed on September 2, 2011):

1. Albemarle Point
2. 270 Technology Park I
3. 270 Technology Park II
4. The Crescent
5. Fullerton Industrial Center
6. Sully Square
7. 9950 Business Parkway
8. Hampton South Phase I
9. Hampton South Phase II
10. 8900 Telegraph Road

Purchase and Sale Agreement #4 (\$44,554,233; closing expected on or about October 3, 2011):

1. Northern Virginia Industrial Park II

Purchase and Sale Agreement #5 (\$69,685,324; closing expected on or about November 1, 2011):

1. 6100 Columbia Park Road
2. Dulles Business Park I
3. Dulles Business Park II

The foregoing description of the purchase and sale agreements does not purport to be complete and is qualified in its entirety by reference to the purchase and sale agreements, copies of which were filed as Exhibits to the Current Report on Form 8-K filed on August 9, 2011. Purchase and Sale Agreements #4 and #5 are subject to closing conditions and other terms and conditions customary for real estate transactions.

ITEM 9.01. Financial Statements and Exhibits.

(b) Pro Forma Financial Information.

The following pro forma financial statements reflecting the disposition of the properties included in all five of the purchase and sale agreements listed above, as well as for Dulles Station, Phase I, which was sold on April 5, 2011, are filed as exhibit 99.1 hereto:

1. WRIT Unaudited Pro Forma Consolidated Balance Sheet as of June 30, 2011.
2. WRIT Unaudited Pro Forma Condensed Consolidated Statements of Income for the years ended December 31, 2010, 2009 and 2008, and the six months ended June 30, 2011.

(d) Exhibits

The following exhibits are filed herewith:

**EXHIBIT
NO.**

DESCRIPTION OF EXHIBITS

99.1	Unaudited pro forma condensed consolidated financial statements of Washington Real Estate Investment Trust.
99.2	Press release issued September 6, 2011 regarding the completion of the first phase of the Industrial Portfolio sale.

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/ Laura M. Franklin

Laura M. Franklin

Executive Vice President Accounting,
Administration and Corporate Secretary

Date: September 9, 2011

WASHINGTON REAL ESTATE INVESTMENT TRUST
UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET
JUNE 30, 2011
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	WRIT	Disposition Group	Pro Forma
Assets			
Land	\$ 475,458	\$ (50,811) (a)	\$ 424,647
Income producing property	2,022,986	(268,493) (a)	1,754,493
	2,498,444	(319,304)	2,179,140
Accumulated depreciation and amortization	(576,605)	78,867 (a)	(497,738)
Net income producing property	1,921,839	(240,437)	1,681,402
Development in progress, including land held for development	39,413	—	39,413
Total real estate held for investment, net	1,961,252	(240,437)	1,720,815
Cash and cash equivalents	42,886	327,242 (b)	370,128
Restricted cash	23,550	(1,237) (a)	22,313
Rents and other receivables, net of allowance for doubtful accounts	56,461	(3,961) (a)	52,500
Prepaid expenses and other assets	103,027	(3,637) (a)	99,390
Total assets	<u>\$2,187,176</u>	<u>77,970</u>	<u>\$2,265,146</u>
Liabilities			
Notes payable	\$ 659,934	\$ —	\$ 659,934
Mortgage notes payable	378,469	(17,976) (a), (c)	360,493
Lines of credit	245,000	—	245,000
Accounts payable and other liabilities	57,445	(763) (a)	56,682
Advance rents	13,619	—	13,619
Tenant security deposits	9,988	—	9,988
Total liabilities	<u>1,364,455</u>	<u>(18,739)</u>	<u>1,345,716</u>
Equity			
Shareholders' equity			
Shares of beneficial interest, \$0.01 par value; 100,000 shares authorized	661	—	661
Additional paid-in capital	1,133,823	—	1,133,823
Distributions in excess of net income	(316,134)	98,636 (d)	(217,498)
Accumulated other comprehensive income (loss)	(636)	—	(636)
Total shareholders' equity	<u>817,714</u>	<u>98,636</u>	<u>916,350</u>
Noncontrolling interests in subsidiaries	5,007	(1,927) (e)	3,080
Total equity	<u>822,721</u>	<u>96,709</u>	<u>919,430</u>
Total liabilities and shareholders' equity	<u>\$2,187,176</u>	<u>\$ 77,970</u>	<u>\$2,265,146</u>

See note 3 to the pro forma condensed consolidated financial statements.

WASHINGTON REAL ESTATE INVESTMENT TRUST
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
FOR THE SIX MONTHS ENDED JUNE 30, 2011
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	<u>WRIT</u>	<u>Disposition Group</u>	<u>Pro Forma</u>
Revenue			
Real estate rental revenue	\$158,725	\$(17,837)(f)	\$140,888
Expenses			
Real estate expenses	52,302	(5,249) (f)	47,053
Real estate depreciation and amortization	50,209	(5,788) (f)	44,421
General and administrative	7,751		7,751
	<u>110,262</u>	<u>(11,037)</u>	<u>99,225</u>
Real estate operating income	<u>48,463</u>	<u>(6,800)</u>	<u>41,663</u>
Other income (expense)			
Other income	616		616
Acquisition costs	(1,971)		(1,971)
Interest expense	(34,223)	465 (c),(f)	(33,758)
	<u>(35,578)</u>	<u>465</u>	<u>(35,113)</u>
Income from continuing operations	12,885	(6,335)	6,550
Less: Income from continuing operations attributable to noncontrolling interests	(57)	57(f)	—
Income from continuing operations attributable to the controlling interests	<u>12,828</u>		<u>6,550</u>
Income from continuing operations attributable to the controlling interests per share:			
Basic	<u>\$ 0.19</u>		<u>\$ 0.10</u>
Diluted	<u>\$ 0.19</u>		<u>\$ 0.10</u>
Weighted average shares outstanding - basic	65,920		65,920
Weighted average shares outstanding - diluted	65,948		65,948

See note 3 to the pro forma condensed consolidated financial statements.

WASHINGTON REAL ESTATE INVESTMENT TRUST
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 2010
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	<u>WRIT</u>	<u>Dulles Station, Phase I</u>	<u>Disposition Group</u>	<u>Pro Forma</u>
Revenue				
Real estate rental revenue	\$297,977	\$ (4,427)(g)	\$(35,060)(f)	\$258,490
Expenses				
Real estate expenses	98,922	(1,961)(g)	(10,301)(f)	86,660
Real estate depreciation and amortization	93,992	(1,974)(g)	(11,952)(f)	80,066
General and administrative	14,406			14,406
	<u>207,320</u>	<u>(3,935)</u>	<u>(22,253)</u>	<u>181,132</u>
Real estate operating income	<u>90,657</u>	<u>(492)</u>	<u>(12,807)</u>	<u>77,358</u>
Other income (expense)				
Interest expense	(68,389)		1,160 (c), (f)	(67,229)
Other income	1,193			1,193
Acquisition costs	(1,161)			(1,161)
Loss on extinguishment of debt, net	(9,176)			(9,176)
Gain from non-disposal activities	7			7
	<u>(77,526)</u>		<u>1,160</u>	<u>(76,366)</u>
Income from continuing operations	13,131	(492)	(11,647)	992
Less: Income from continuing operations attributable to noncontrolling interests	(133)		133 (f)	—
Income from continuing operations attributable to the controlling interests	<u>12,998</u>			<u>992</u>
Income from continuing operations attributable to the controlling interests per share:				
Basic	<u>\$ 0.21</u>			<u>\$ 0.01</u>
Diluted	<u>\$ 0.21</u>			<u>\$ 0.01</u>
Weighted average shares outstanding - basic	62,140			62,140
Weighted average shares outstanding - diluted	62,264			62,264

See note 3 to the pro forma condensed consolidated financial statements.

WASHINGTON REAL ESTATE INVESTMENT TRUST
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 2009
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	<u>WRIT</u>	<u>Dulles Station, Phase I</u>	<u>Disposition Group</u>	<u>Pro Forma</u>
Revenue				
Real estate rental revenue	\$298,161	\$ (3,945) (g)	\$(37,667) (f)	\$256,549
Expenses				
Real estate expenses	101,304	(1,515) (g)	(10,500) (f)	89,289
Real estate depreciation and amortization	91,668	(1,981) (g)	(12,138) (f)	77,549
General and administrative	13,118			13,118
	<u>206,090</u>	<u>(3,496)</u>	<u>(22,638)</u>	<u>179,956</u>
Real estate operating income	<u>92,071</u>	<u>(449)</u>	<u>(15,029)</u>	<u>76,593</u>
Other income (expense)				
Interest expense	(74,074)		1,380 (c), (f)	(72,694)
Other income	1,205			1,205
Acquisition costs	(788)			(788)
Gain on extinguishment of debt, net	5,336			5,336
Gain from non-disposal activities	73		(2) (f)	71
	<u>(68,248)</u>		<u>1,378</u>	<u>(66,870)</u>
Income from continuing operations	23,823	(449)	(13,651)	9,723
Less: Income from continuing operations attributable to noncontrolling interests	<u>(203)</u>		<u>203 (f)</u>	<u>—</u>
Income from continuing operations attributable to the controlling interests	<u>23,620</u>			<u>9,723</u>
Income from continuing operations attributable to the controlling interests per share:				
Basic	<u>\$ 0.41</u>			<u>\$ 0.17</u>
Diluted	<u>\$ 0.41</u>			<u>\$ 0.17</u>
Weighted average shares outstanding - basic	56,894			56,894
Weighted average shares outstanding - diluted	56,968			56,968

See note 3 to the pro forma condensed consolidated financial statements.

WASHINGTON REAL ESTATE INVESTMENT TRUST
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 2008
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	<u>WRIT</u>	<u>Dulles Station, Phase I</u>	<u>Disposition Group</u>	<u>Pro Forma</u>
Revenue				
Real estate rental revenue	\$268,709	\$ (1,122)(g)	\$(38,091)(f)	\$229,496
Expenses				
Real estate expenses	90,222	(924)(g)	(9,987)(f)	79,311
Real estate depreciation and amortization	82,982	(1,089)(g)	(12,156)(f)	69,737
General and administrative	12,110			12,110
	<u>185,314</u>	<u>(2,013)</u>	<u>(22,143)</u>	<u>161,158</u>
Real estate operating income	<u>83,395</u>	<u>891</u>	<u>(15,948)</u>	<u>68,338</u>
Other income (expense)				
Interest expense	(74,095)		1,408 (c), (f)	(72,687)
Other income	1,073			1,073
Loss on extinguishment of debt, net	(5,583)			(5,583)
Gain from non-disposal activities	17		(f)	17
	<u>(78,588)</u>		<u>1,408</u>	<u>(77,180)</u>
Income (loss) from continuing operations	4,807	891	(14,540)	(8,842)
Less: Income from continuing operations attributable to noncontrolling interests	(211)		211 (f)	-
Income from continuing operations attributable to the controlling interests	<u>4,596</u>			<u>(8,842)</u>
Income from continuing operations attributable to the controlling interests per share:				
Basic	<u>\$ 0.09</u>			<u>\$ (0.18)</u>
Diluted	<u>\$ 0.09</u>			<u>\$ (0.18)</u>
Weighted average shares outstanding - basic	49,138			49,138
Weighted average shares outstanding - diluted	49,217			49,138

See note 3 to the pro forma condensed consolidated financial statements.

WASHINGTON REAL ESTATE INVESTMENT TRUST
NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2011

Note 1: Basis of Presentation

The accompanying unaudited pro forma condensed consolidated statement of income for the six months ended June 30, 2011 of Washington Real Estate Investment Trust ("WRIT") gives effect to the disposition of WRIT's entire industrial segment and two office properties as if the dispositions had occurred on January 1, 2008. The accompanying unaudited pro forma consolidated balance sheet at June 30, 2011 gives effect to these dispositions as if they had occurred on June 30, 2011.

The accompanying unaudited pro forma condensed consolidated statements of income for the years ended December 31, 2010, 2009 and 2008 give effect to the disposition of WRIT's entire industrial segment and two office properties, as well as to the disposition of Dulles Station, Phase I, as if these dispositions had occurred on January 1, 2008.

This unaudited condensed consolidated pro forma financial information is not necessarily indicative of what WRIT's actual results of operations or financial position would have been had these transactions been consummated on the dates indicated, nor does it purport to represent WRIT's results of operations or financial position for any future period. The pro forma results of operations for the periods ended December 31, 2010, 2009 and 2008 and June 30, 2011 are not necessarily indicative of the operating results for these periods.

The unaudited condensed consolidated pro forma financial information should be read in conjunction with the consolidated financial statements and notes thereto included in WRIT's Annual Report on Form 10-K for the year ended December 31, 2010 and WRIT's Quarterly Report on Form 10-Q for the period ended June 30, 2011. In management's opinion, all adjustments necessary to reflect these dispositions and related transactions have been made.

Note 2: Description of Transactions

Industrial Segment

On August 9, 2011, WRIT entered into five separate purchase and sale agreements with AP AG Portfolio, LLC to effectuate the sale of WRIT's entire industrial portfolio and two office assets (collectively, the "Disposition Group") encompassing in total approximately 3.1 million square feet. The sales prices under the five agreements aggregate to \$350,000,000.

On September 2, 2011, Washington Real Estate Investment Trust ("WRIT") closed on the first three of the purchase and sale agreements. The sales prices under the three agreements aggregate to \$235,760,443. Projected closing dates for the two remaining transactions are October 3, 2011 (one transaction totaling \$44,554,233) and November 1, 2011 (one transaction totaling \$69,685,324).

The properties, purchase prices and projected closing dates under each of the purchase and sale agreements are as follows:

Purchase and Sale Agreement #1 (\$51,674,074; closed on September 2, 2011):

1. 8880 Gorman Road
2. Dulles South IV
3. Fullerton Business Center
4. Hampton Overlook
5. Alban Business Center

Purchase and Sale Agreement #2 (\$51,667,308; closed on September 2, 2011):

1. Pickett Industrial Park
2. Northern Virginia Industrial Park I

Purchase and Sale Agreement #3 (\$132,419,061; closed on September 2, 2011):

1. Albemarle Point
2. 270 Technology Park I
3. 270 Technology Park II
4. The Crescent
5. Fullerton Industrial Center
6. Sully Square
7. 9950 Business Parkway
8. Hampton South Phase I
9. Hampton South Phase II
10. 8900 Telegraph Road

Purchase and Sale Agreement #4 (\$44,554,233; closing expected on or about October 3, 2011):

1. Northern Virginia Industrial Park II

Purchase and Sale Agreement #5 (\$69,685,324; closing expected on or about November 1, 2011):

1. 6100 Columbia Park Road
2. Dulles Business Park I
3. Dulles Business Park II

Dulles Station, Phase I

On April 5, 2011, WRIT settled on the sale of Dulles Station, Phase I, for the contract purchase price of \$58.8 million.

Note 3: Unaudited Pro Forma Adjustments to Condensed Consolidated Financial Statements

- (a) Reflects the elimination of assets and liabilities associated with the Disposition Group, as defined in note 2 to these pro forma consolidated financial statements.
- (b) Reflects the estimated net sales proceeds for the disposition group.
- (c) Reflects the elimination of mortgage notes secured by Dulles Business Park, and interest expense associated with mortgage notes secured by Dulles Business Park and the Crescent. The mortgage notes secured by Dulles Business Park will be assumed by the buyer of the Disposition Group.
- (d) Reflects the estimated gain on of real estate for the disposition group.
- (e) Reflects the elimination of noncontrolling interests related to an operating partnership agreement with a member of the entity that previously owned Northern Virginia Industrial Park, and associated net income attributable to noncontrolling interests.
- (f) Reflects the elimination of income and expenses associated with the disposition group.
- (g) Reflects the elimination of income and expenses associated with Dulles Station, Phase I.

WRIT

WASHINGTON
REAL ESTATE
INVESTMENT
TRUST

CONTACT:

William T. Camp
Executive Vice President and
Chief Financial Officer
E-Mail: bcamp@writ.com

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

September 6, 2011

**WASHINGTON REAL ESTATE INVESTMENT TRUST COMPLETES SALES OF
FIRST PHASE OF INDUSTRIAL PORTFOLIO FOR \$235.8 MILLION**

Washington Real Estate Investment Trust (WRIT) (NYSE: WRE) has completed three separate sale transactions involving an aggregate of approximately 2 million square feet of its industrial portfolio as well as two office assets. The aggregate sales proceeds for the three transactions were \$235.8 million.

The first sale transaction included 8880 Gorman Road, Alban Business Center, Dulles South IV, Fullerton Business Center, and Hampton Overlook. The second transaction included NVIP I and Pickett Industrial Park. The third transaction included 270 Technology Park, 8900 Telegraph Road, 9950 Business Parkway, Albemarle Point, Fullerton Industrial Center, Hampton South, and Sully Square, as well as the Albemarle Point and Crescent office buildings. The buyers are affiliates of a joint venture between AREA Property Partners (AREA) and the Adler Group (Adler).

As previously announced, WRIT's remaining industrial properties are also under two additional contracts with AREA/Adler and are projected to close as follows: Northern Virginia Industrial Park II on or about October 3, 2011 for approximately \$44.5 million, and 6100 Columbia Park Road and Dulles Business Park on or about November 1, 2011 for approximately \$69.7 million.

"Completing this first phase of our industrial portfolio disposition provides WRIT the flexibility to invest in assets that better fit our long term strategy of acquiring properties inside the Beltway, near major transportation nodes and in areas with strong employment drivers and superior growth demographics. We look forward to executing the two remaining industrial sales transactions in the coming months," stated George F. "Skip" McKenzie, President and Chief Executive Officer of WRIT.

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 74 properties totaling approximately 9 million square feet of commercial space and 2,540 residential units, and land held for development. These 74 properties consist of 26 office properties, 3 industrial/flex properties, 18 medical office properties, 16 retail centers and 11 multifamily properties. 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 potential for federal government budget reductions, changes in general and local economic and real estate market conditions, the timing and pricing of lease transactions, the effect of the current credit and financial market conditions, the availability and cost of capital, fluctuations in interest rates, tenants' financial conditions, levels of competition, the effect of government regulation, the impact of newly adopted accounting principles, and other risks and uncertainties detailed from time to time in our filings with the SEC, including our 2010 Form 10-K and second quarter 2011 Form 10-Q. We assume no obligation to update or supplement forward-looking statements that become untrue because of subsequent events.

