

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>CRONIN EDMUND B JR</b>			2. Issuer Name and Ticker or Trading Symbol <b>WASHINGTON REAL ESTATE INVESTMENT TRUST [WRE]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman, President &amp; CEO</b>		
(Last) (First) (Middle) <b>6110 EXECUTIVE BOULEVARD, SUITE 800</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>12/13/2004</b>					
(Street) <b>ROCKVILLE, MD 20852</b>			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	12/13/2004		M		5,684	A	\$ 17.5935	137,196.8735	D	
Common Stock	12/13/2004		M		4,685	A	\$ 21.344	141,881.8735	D	
Common Stock	12/13/2004		M		4,025	A	\$ 24.845	145,906.8735	D	
Common Stock	12/13/2004		M		1,953	A	\$ 25.61	147,859.8735	D	
Common Stock	12/13/2004		M		3,456	A	\$ 14.4688	151,315.8735	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
ISO - 1998 Officer & Management	\$ 17.59	12/13/2004		M		5,684	12/15/1999	12/15/2008	Common Stock	5,684	\$ 17.59	0	D	
ISO - 1999 Officer & Management	\$ 14.47	12/13/2004		M		3,456	12/17/2000	12/17/2009	Common Stock	3,456	\$ 14.47	0	D	
ISO - 2000 Officer & Management	\$ 21.34	12/13/2004		M		4,685	12/15/2001	12/15/2010	Common Stock	4,685	\$ 21.34	0	D	
ISO - 2001 Officer & Management	\$ 24.85	12/13/2004		M		4,025	12/17/2002 <sup>(1)</sup>	12/17/2011	Common Stock	4,025	\$ 24.85	0	D	
ISO - 2002 Officer & Management	\$ 25.61	12/13/2004		M		1,953	12/16/2003 <sup>(1)</sup>	12/16/2012	Common Stock	1,953	\$ 25.61	1,952	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRONIN EDMUND B JR 6110 EXECUTIVE BOULEVARD SUITE 800 ROCKVILLE, MD 20852			Chairman, President & CEO	

## Signatures

By: Laura M. Franklin		12/14/2004
<small>Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 50 % exercisable on this date. 100 % exercisable one year from this date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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