

FORM 5

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

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response...	1.0

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person* FRANKLIN LAURA M <small>(Last) (First) (Middle)</small> 6110 EXECUTIVE BOULEVARD, SUITE 800 <small>(Street)</small> ROCKVILLE, MD 20852 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol WASHINGTON REAL ESTATE INVESTMENT TRUST [WRE] 3. Statement for Issuer's Fiscal Year Ended <small>(Month/Day/Year)</small> 12/31/2010 4. If Amendment, Date Original Filed <small>(Month/Day/Year)</small>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <small>____ Director _____ 10% Owner</small> <small>X Officer (give title below) _____ Other (specify below)</small> E.V.P. Accounting 6. Individual or Joint/Group Reporting (check applicable line) <small>_X_ Form Filed by One Reporting Person</small> <small>____ Form Filed by More than One Reporting Person</small>
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	03/31/2010		A	1.29 (U)	A	\$ 0	78,315.2366	D	
Common Stock	03/31/2010		A	1.30 (U)	A	\$ 0	78,316.5366	D	
Common Stock	03/31/2010		A	5.38 (U)	A	\$ 0	78,321.9166	D	
Common Stock	03/31/2010		A	5.12 (U)	A	\$ 0	78,327.0366	D	
Common Stock	06/30/2010		A	1.45 (U)	A	\$ 0	80,353.4866	D	
Common Stock	06/30/2010		A	1.50 (U)	A	\$ 0	80,354.9866	D	
Common Stock	06/30/2010		A	6.04 (U)	A	\$ 0	80,361.0266	D	
Common Stock	06/30/2010		A	5.75 (U)	A	\$ 0	80,366.7766	D	
Common Stock	09/30/2010		A	1.28 (U)	A	\$ 0	81,868.0566	D	
Common Stock	09/30/2010		A	1.33 (U)	A	\$ 0	81,869.3866	D	
Common Stock	09/30/2010		A	5.34 (U)	A	\$ 0	81,874.7266	D	
Common Stock	09/30/2010		A	5.08 (U)	A	\$ 0	81,879.8066	D	
Common Stock	12/30/2010		A	1.40 (U)	A	\$ 0	74,374.2066	D	
Common Stock	12/30/2010		A	5.51 (U)	A	\$ 0	74,379.7166	D	
Common Stock	12/30/2010		A	5.20 (U)	A	\$ 0	74,384.9166	D	
Common Stock	12/30/2010		A	1.32 (U)	A	\$ 0	74,386.2366	D	

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

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SEC 2270 (9-02)

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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
					(A) (D)			Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN LAURA M 6110 EXECUTIVE BOULEVARD, SUITE 800 ROCKVILLE, MD 20852			E.V.P. Accounting	

Signatures

By: Thomas C. Morey For: Laura M. Franklin		02/14/2011
<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) Units credited as dividends based on closing price

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

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