

DERRICK JOHN M JR
Form 4
December 11, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DERRICK JOHN M JR

2. Issuer Name and Ticker or Trading Symbol
WASHINGTON REAL ESTATE INVESTMENT TRUST [WRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6110 EXECUTIVE BLVD., SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2006

___ Director ___ 10% Owner
___ Officer (give title below) Other (specify below)
Trustee

ROCKVILLE, MD 20852

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/07/2006 | | M | 2,000 A | \$ 29.55 | 15,497 | D |
| Common Stock | 12/07/2006 | | M | 2,000 A | \$ 24.85 | 17,497 | D |
| Common Stock | 12/07/2006 | | M | 2,000 A | \$ 25.61 | 19,497 | D |
| Common Stock | 12/07/2006 | | M | 2,000 A | \$ 33.09 | 21,497 | D |
| Common Stock | 12/08/2006 | | S | 5,000 D | \$ 40.59 | 16,497 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|----------|
| Common Stock | 12/11/2006 | S | 3,000 | D | \$ 40.57 | 13,497 | D | |
| Common Stock | | | | | | 1,542 | I | by Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 24.85 | 12/07/2006 | | M | 2,000 | 12/17/2001 12/17/2011 | Common Stock | 2,000 |
| Non-Qualified Stock Option (right to buy) | \$ 25.61 | 12/07/2006 | | M | 2,000 | 12/16/2002 12/16/2012 | Common Stock | 2,000 |
| Non-Qualified Stock Option (right to buy) | \$ 29.55 | 12/07/2006 | | M | 2,000 | 12/17/2003 12/16/2013 | Common Stock | 2,000 |
| Non-Qualified Stock Option (right to buy) | \$ 33.09 | 12/07/2006 | | M | 2,000 | 12/14/2004 12/13/2014 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------|
| | Director | 10% Owner | Officer | Other |
| DERRICK JOHN M JR 6110 EXECUTIVE BLVD. SUITE 800 | | | | Trustee |

ROCKVILLE, MD 20852

Signatures

By: Laura M. Franklin For: John M.
Derrick, Jr.

12/11/2006

__Signature of Reporting Person

Date

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).

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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