

WASHINGTON REAL ESTATE INVESTMENT TRUST
Form S-8
August 10, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Washington Real Estate Investment Trust

(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation or organization)

53-0261100
I.R.S. Employer

Identification No.

6110 Executive Boulevard, Suite 800

Rockville, Maryland 20852

(301) 984-9400

(Address and telephone number of Registrant's

principal executive offices)

2007 Omnibus Long-Term Incentive Plan

(Full Title of the Plan)

Laura Franklin

Executive Vice President

6110 Executive Boulevard, Suite 800

Rockville, Maryland 20852

(Name and address of agent for service)

(301) 984-9400

(Telephone number, including area code, of agent for service)

The Commission is requested to send copies of all communications to:

Jeffrey E. Jordan, Esq.

Arent Fox LLP

1050 Connecticut Avenue, N.W.

Washington, D.C. 20036

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share(1) | Proposed maximum aggregate offering price(1) | Amount of registration fee |
|--|--------------------------------|---|---|-----------------------------------|
| Shares of Beneficial Interest, \$.01 par value | 2,000,000 | \$32.425 | \$64,850,000 | \$1,991 |

(1) Pursuant to Rule 457(h)(1), based on the average of the high and low prices reported in the consolidated reporting system as of August 8, 2007, which is within five business days prior to the date of the filing of this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information*

Item 2. Registrant Information and Employee Plan Annual Information*

* Information required by Part I to be contained in a Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Securities Act of 1933 (the Securities Act) and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by the Registrant with the Securities and Exchange Commission (the Commission) are incorporated by reference in this Registration Statement:

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2006.
2. All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) since the end of the fiscal year ended December 31, 2006.
3. Registrant's Form 8-A Registration Statement filed on December 4, 1998 pursuant to Section 12 of the Exchange Act, containing a description of the Registrant's shares of beneficial interest (Shares), including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel

David M. Osnos, an employee of Arent Fox LLP, beneficially owns 22,536 of the Registrant's Shares.

Item 6. Indemnification of Directors and Officers

The Registrant's declaration of trust dated April 5, 1996 provides that no trustee or officer of the Registrant will be personally liable, in tort, contract or otherwise, in connection with the Registrant's property or the affairs of the Registrant, or on account of his own acts or omissions to the Registrant, or to any shareholder, trustee, officer or agent of the Registrant except (1) to the extent that it is proved that the trustee or officer actually received an improper benefit or profit in money, property, or services, in which case the liability will not exceed the amount of the benefit or profit in money, property, or services actually received; or (2) to the extent that a judgment or other final adjudication adverse to the

trustee or officer is entered in a proceeding based on a finding in the proceeding

that the trustee's or officer's action or failure to act was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding. All persons must look solely to the Registrant's property for satisfaction of claims of any nature in connection with the affairs of the Registrant.

The Registrant's declaration of trust further provides for the indemnification of the Registrant's trustees and officers to the fullest extent permitted by Section 2-418 of the Maryland General Corporation Law.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

See Exhibit Index on page 8.

Item 9. Undertakings

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this Registrant Statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that the undertakings set forth in paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby further undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant, unless in the opinion of its counsel the matter has been settled by controlling precedent, will submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rockville, State of Maryland, on the tenth day of August, 2007.

**WASHINGTON REAL ESTATE INVESTMENT
TRUST**

By: /s/ George F. McKenzie
George F. McKenzie
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints George F. McKenzie, Sara Grootwassink and Laura Franklin, and each of them his true and lawful attorney-in-fact and agent with power of substitution and resubstitution, for him, and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done to comply with the provisions of the Securities Act and all requirements of the Commission, hereby ratifying and confirming all that said attorney-in-fact or any of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated:

| Signatures | Title | Date |
|--|--|-----------------|
| /s/ George F. McKenzie George F. McKenzie | Trustee, President and Chief Executive Officer | August 10, 2007 |
| /s/ Edward S. Civera Edward S. Civera | Trustee | August 10, 2007 |
| /s/ Edmund B. Cronin, Jr. Edmund B. Cronin, Jr. | Trustee and Chairman of the Board | August 10, 2007 |
| /s/ John M. Derrick, Jr. John M. Derrick, Jr. | Trustee | August 10, 2007 |
| /s/ John P. McDaniel John P. McDaniel | Trustee | August 10, 2007 |
| /s/ Charles T. Nason Charles T. Nason | Trustee | August 10, 2007 |
| Thomas Edgie Russell, III | Trustee | August 10, 2007 |
| Susan J. Williams | | |

| | | |
|-----------------------|--|-----------------|
| /s/ Sara Grootwassink | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | August 10, 2007 |
| Sara Grootwassink | | |
| /s/ Laura Franklin | Executive Vice President and Chief Accounting Officer (Principal Accounting Officer) | August 10, 2007 |
| Laura Franklin | | |

EXHIBIT INDEX

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| (a) Consent of Ernst & Young, LLP Independent Public Accountants | 10 |
| (b) Consent of Argy Wiltse, LLP Independent Public Accountants | 11 |
| (c) Consent of Arent Fox LLP (counsel): included in exhibit 5 | |
| 24. Power of Attorney: included on signature page. | |