

WASHINGTON REAL ESTATE INVESTMENT TRUST
Form 8-K
September 26, 2006

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 22, 2006

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
(Address of principal executive offices)

Registrant's telephone number, including area code (301) 984-9400

20852
(Zip Code)

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:

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- .. 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))
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Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On September 22, 2006, Washington Real Estate Investment Trust (WRIT) sold an additional \$10,000,000 aggregate principal amount of 3.875% Convertible Senior Notes due September 15, 2026 (the Additional Notes) pursuant to an Underwriting Agreement dated September 6, 2006, between WRIT and Credit Suisse Securities (USA) LLC (the Underwriter). The Additional Notes were issued upon the exercise by the Underwriter of an over-allotment option granted by WRIT. WRIT previously issued \$100,000,000 aggregate principal amount of 3.875% Senior Convertible Notes due September 15, 2026 on September 11, 2006 (the Initial Notes and, together with the Additional Notes, the Notes). The issuance of the Additional Notes brings the total aggregate principal amount of Notes outstanding to \$110,000,000.

The Notes were issued pursuant to a Registration Statement on Form S-3 (File No. 333-136921), filed with the Securities and Exchange Commission (the SEC) on August 28, 2006, and declared automatically effective on the same date. A Prospectus Supplement dated September 6, 2006 relating to the Notes (the Prospectus Supplement) and supplementing the Prospectus dated August 28, 2006 (the Prospectus) was filed with the SEC on September 6, 2006 pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended.

The specific pricing and other terms of the Notes are summarized in WRIT s Current Report on Form 8-K filed with the SEC on September 12, 2006 (the Previous 8-K). The Officers Certificate establishing the terms of the Notes was filed as Exhibit 4.2 with the Previous 8-K. A general description of the terms of the Notes is included under the caption Description of the Notes in the Prospectus Supplement and under the caption Description of Debt Securities in the Prospectus. The form of the Additional Notes is attached to this Current Report on Form 8-K as Exhibit 4.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

The following exhibit is filed with this report on Form 8-K:

| Exhibit No. | Description |
|--------------------|---|
| 4.1 | Form of \$10,000,000 aggregate principal amount of 3.875% Convertible Senior Notes due September 15, 2026 |

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
(Registrant)

By: /s/ Laura Franklin
(Signature)
Laura Franklin
Senior Vice President, Accounting, Administration,
and Corporate Secretary

September 26, 2006

Exhibit Index

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