<html><head></head><body>----BEGIN PRIVACY-ENHANCED MESSAGE-----Proc-Type: 2001, MIC-CLEAR Originator-Name: webmaster@www.sec.gov Originator-Key-Asymmetric: MFgwCgYEVQgBAQICAf8DSgAwRwJAW2sNKK9AVtBzYZmr6aGjlWyK3XmZv3dTINen TWSM7vrzLADbmYQaionwq5sDW3P6oaM5D3tdezXMm7z1T+B+twIDAQAB MIC-Info: RSA-MD5,RSA, Pn0mnjPSZNj7SoQidlEM7h0zZri0qbSiPPGDl5/fx8VUDpc3pRwLSdktWyW85Xgp NFLHbOXKXOlkVurwfN1c6g== <SEC-DOCUMENT&gt;0001047469-98-007238.txt : 19980224 <SEC-HEADER&gt;0001047469-98-007238.hdr.sgml : 19980224 0001047469-98-007238 ACCESSION NUMBER: 424B5 CONFORMED SUBMISSION TYPE: PUBLIC DOCUMENT COUNT: 1 FILED AS OF DATE: 19980223 SROS: AMEX FILER: COMPANY DATA: COMPANY CONFORMED NAME: WASHINGTON REAL ESTATE INVESTMENT TRUST CENTRAL INDEX KEY: 0000104894 STANDARD INDUSTRIAL CLASSIFICATION: REAL ESTATE INVESTMENT TRUSTS [6798] IRS NUMBER: 530261100 STATE OF INCORPORATION: MD FISCAL YEAR END: 1231 FILING VALUES: FORM TYPE: 424B5 SEC ACT: 333-23157 SEC FILE NUMBER: FILM NUMBER: 98547545 **BUSINESS ADDRESS:** STREET 1: 10400 CONNECTICUT AVE CITY: **KENSINGTON** STATE: MD 20895 ZIP: BUSINESS PHONE: 3019295900 MAIL ADDRESS: 10400 CONNECTICUT AVENUE STREET 1: **KENSINGTON** CITY: MD STATE: 20895 ZIP: </SEC-HEADER&gt; <DOCUMENT&gt; <TYPE&gt;424B5 <SEQUENCE&gt;1 <DESCRIPTION&gt;424B5 <TEXT&gt; <PAGE&gt; Rule 424(b)(5) Pricing Supplement dated February 20, 1998 File No. 333-23157 (To Prospectus dated January 16, 1998 and Prospectus Supplement dated January 16, 1998) WASHINGTON REAL ESTATE INVESTMENT TRUST Medium-Term Notes -- Fixed Rate \_\_\_\_\_ \_\_\_\_\_

<TABLE&gt;

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Principal Amount: \$50,000,000 Agent's Discount or Commission: \$437,500 Net Proceeds to Issuer: \$48,889,000 Interest Rate: 7.25% Stated Maturity Date: February 25, 2028 Original Issue Date: February 25, 1998

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## </TABLE&gt;

Interest Payment Dates: February 25 and August 25 of each year, commencing August 25, 1998.

Redemption: The Notes may be redeemed at any time at the option of the Trust, in whole or from time to time in part, at a redemption price equal to the sum of (i) the principal amount of the Notes (or portion thereof) being redeemed plus accrued and unpaid interest thereon to the redemption date and (ii) the Make-Whole Amount (as defined below), if any, with respect to such Notes (or portion thereof) (the "Redemption Price").

> "Make-Whole Amount" means, in connection with any optional redemption of any Notes, the excess, if any, of (i) the aggregate present value as of the date of such redemption of each dollar of principal being redeemed and the amount of interest (exclusive of interest accrued to the date of redemption) that would have been payable in respect of each such dollar if such redemption had not been made, determined by discounting, on a semi-annual basis, such principal and interest at the Reinvestment Rate (determined on the third Business Day preceding the date such notice of redemption is given) from the respective dates on which such principal and interest would have been payable if such redemption had not been made, over (ii) the aggregate principal amount of the Notes being redeemed.

"Reinvestment Rate" means .25% plus the yield on treasury securities at a constant maturity for the most recent week under the heading "Week Ending" published in the most recent Statistical Release under the caption "Treasury Constant Maturities" for the maturity (rounded to the nearest month) corresponding to the remaining life to maturity, as of the payment date of the principal being redeemed. If no maturity exactly corresponds to such maturity, yields for the two published maturities most closely corresponding to such maturity shall be calculated pursuant to the immediately preceding sentence and the Reinvestment Rate shall be interpolated or extrapolated from such yields on a straight-line basis, rounding in each of such relevant periods to the nearest month. For the purpose of calculating the Reinvestment Rate, the most recent Statistical Release published prior to the date of determination of the Make-Whole Amount shall be used.

"Statistical Release" means the statistical release designated "H.15 (519)" or any successor publication that is published weekly by the Federal Reserve System and that establishes yields on actively traded United States government securities adjusted to constant maturities, or, if such statistical release is not published at the time of any determination under the Indenture, then such other reasonably comparable index that shall be designated by the Trust.

Optional Repayment: The Notes cannot be repaid prior to the Stated Maturity Date.

Currency: U.S. Dollars

Original Issue Discount: / / Yes /X/ No

Form: Book-Entry

- Agents: Merrill Lynch, Pierce, Fenner & Smith Incorporated BT Alex. Brown Incorporated First Chicago Capital Markets, Inc. Salomon Brothers Inc
- Agent acting in the capacity as indicated below: / / Agent /X/ Principal

If as principal:

- / / The Notes are being offered at varying prices related to
  prevailing market prices at the time of resale.
- /X/ The Notes are being offered at a fixed initial public offering price of 98.653% of principal amount.

</TEXT&gt; </DOCUMENT&gt; </SEC-DOCUMENT&gt; -----END PRIVACY-ENHANCED MESSAGE-----</body></html>