

CommonWealth REIT  
Form FWP  
May 26, 2011

**Filed Pursuant to Rule 433**

**Issuer Free Writing Prospectus**

**Dated May 26, 2011**

**Registration Statement No. 333-159995**

**Relating to Preliminary Prospectus Supplement**

**Dated May 25, 2011 to Prospectus Dated June 15, 2009**

**COMMONWEALTH REIT**

**7¼% Series E Cumulative Redeemable Preferred Shares**

**(Liquidation Preference \$25.00 per share)**

**FINAL PRICING TERMS**

<b>Issuer:</b>	CommonWealth REIT
<b>Title of Shares:</b>	7¼% Series E Cumulative Redeemable Preferred Shares
<b>Number of Shares:</b>	10,000,000 shares
<b>Overallotment Option:</b>	The underwriters may also purchase from us up to an additional 1,500,000 Series E Preferred Shares, at the public offering price, less the underwriting discount payable by the Issuer, within 30 days from the date of the prospectus supplement to cover overallotments, if any.
<b>Maturity:</b>	Perpetual (unless redeemed by the Issuer on and after May 15, 2016 or pursuant to its optional redemption rights or converted by an investor in connection with certain changes of control)
<b>Expected Ratings (Moody s/S&amp;P):</b>	Baa3 (Stable)/ BB+ (Stable)  A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.
<b>Trade Date:</b>	May 26, 2011
<b>Settlement Date:</b>	June 1, 2011 (T+3)
<b>Distribution Rate:</b>	

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7.25% per year of the \$25.00 per share liquidation preference (equivalent to \$1.8125 per year per share)

### **Distribution Payment Dates:**

The 15th day of each February, May, August and November beginning on August 15, 2011.

### **Conversion Rights:**

Upon the occurrence of a Change of Control, each holder of Series E Preferred Shares will have the right (unless, prior to the Change of Control Conversion Date, we have provided or provide notice of our election to redeem the Series E Preferred Shares) to convert some or all of the Series E Preferred Shares held by such holder, or the Change of Control Conversion Right, on the Change of Control Conversion Date into a number of the Issuer's common shares per Series E Preferred Share to be converted equal to the lesser of:

- the quotient obtained by dividing (i) the sum of the \$25.00 liquidation preference plus the amount of any accrued and
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unpaid distributions to but excluding the Change of Control Conversion Date (unless the Change of Control Conversion Date is after a record date for a Series E Preferred Share distribution payment and prior to the corresponding Series E Preferred Share distribution payment date, in which case no additional amount for such accrued and unpaid distribution will be included in this sum) by (ii) the Common Share Price; and

- 1.967 (the Share Cap), subject to certain adjustments;

subject, in each case, to provisions for the receipt of alternative consideration as described in this prospectus supplement.

If prior to the Change of Control Conversion Date the Issuer has provided or provides a redemption notice, whether pursuant to its special optional redemption right in connection with a Change of Control or its optional redemption right, holders of Series E Preferred Shares will not have any right to convert the Series E Preferred Shares in connection with the Change of Control Conversion Right and any Series E Preferred Shares subsequently selected for redemption that have been tendered for conversion will be redeemed on the related date of redemption instead of converted on the Change of Control Conversion Date.

A Change of Control is when, after the original issuance of the Series E Preferred Shares, the following have occurred and are continuing:

- the acquisition by any person, including any syndicate or group deemed to be a person under Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions of the Issuer's shares entitling that person to exercise more than 50% of the total voting power of all shares of the Issuer entitled to vote generally in elections of trustees (except that such person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and
- following the closing of any transaction referred to in the bullet point above, neither the Issuer nor the acquiring or surviving entity has a class of common securities (or ADRs representing such securities) listed on the NYSE, the NYSE Amex or NASDAQ or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE Amex or NASDAQ.

The Change of Control Conversion Date will be a business day that is no fewer than 20 days nor more than 35 days after the date on which the Issuer provides the required notice of the

occurrence of a Change of Control to the holders of Series E Preferred Shares.

The Common Share Price will be: (i) the amount of cash consideration per common share, if the consideration to be received in the Change of Control by the holders of our common shares is solely cash; and (ii) the average of the closing prices for the Issuer's common shares on the NYSE for the ten consecutive trading days immediately preceding but excluding the effective date of the Change of Control, if the consideration to be received in the Change of Control by the holders of the Issuer's common shares is other than solely cash.

**Optional Redemption:**

On and after May 15, 2016, the Issuer may, at its option, redeem the Series E Preferred Shares, in whole or from time to time in part, for cash by paying \$25.00 per share, plus any accrued and unpaid distributions to but excluding the date of redemption (subject to the special optional redemption right described below).

**Special Optional Redemption:**

Upon the occurrence of a Change of Control, the Issuer may, at its option, redeem the Series E Preferred Shares, in whole or in part and within 120 days after the first date on which such Change of Control occurred, by paying \$25.00 per share, plus any accrued and unpaid distributions to but excluding the date of redemption. If, prior to the Change of Control Conversion Date, the Issuer has provided or provides notice of redemption with respect to the Series E Preferred Shares (whether pursuant to the Issuer's optional redemption right or its special optional redemption right), investors will not have the Change of Control Conversion Right described above.

**Public Offering Price:**

\$25.00 per share

**Purchase Price by Underwriters:**

\$24.2125 per share

**Net Proceeds (before expenses):**

\$242,125,000 (\$278,443,750, if the underwriters exercise their overallotment option)

**Joint Book-Running Managers:**

Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Citigroup Global Markets Inc.  
UBS Securities LLC  
Wells Fargo Securities, LLC

**Lead Manager:**

Morgan Stanley & Co. Incorporated

**Co-Managers:**

BB&T Capital Markets, a division of Scott & Stringfellow, LLC  
Jefferies & Company, Inc.  
RBC Capital Markets, LLC

**Expected Listing/Symbol:**

NYSE / CWH PRE

**ISIN:**

US2032336065

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**CUSIP:**

203233 606

The issuer has filed a registration statement (including a prospectus dated June 15, 2009 and a preliminary prospectus supplement dated May 25, 2011) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the related preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov).

Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and preliminary prospectus supplement if you request it by calling BofA Merrill Lynch toll-free at 1-800-294-1322, Citi toll-free at (800) 831-9146, UBS Investment Bank toll-free at (877) 827-6444 extension 561-3884 or Wells Fargo Securities toll-free at 1-800-326-5897.