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BURKE & HERBERT BANK & TRUST CO

Form 13F-HR

October 11, 2011

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

Form 13F
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 9/30/2011

Check here if Amendment []; Amendment Number:

This Amendment (Check only one.): -----
[] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Burke & Herbert Bank & Trust Co.

Address: PO Box 268 Alexandria

Form 13F File Number: 028-05313

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this submission.

Persons Signing this Report on Behalf of Reporting Manager:

Name: M. Patricia Barron
Title: Vice President
Phone: 703-549-6600

Signature, Place, and Date of Signing:

/s/ M. Patricia Barron Alexandria, VA 10/6/2011

[Signature] [City, State] [Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 138

Form 13F Information Table Value Total: \$ 72,609

(In Thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
AT&T INC	COM	00206R102	796	27,897	SH	SOLE	
AT&T INC	COM	00206R102	790	27,704	SH	DEFINED	
ABBOTT LABS	COM	002824100	389	7,600	SH	SOLE	
ABBOTT LABS	COM	002824100	551	10,779	SH	DEFINED	
ALTRIA GROUP INC	COM	02209S103	513	19,150	SH	SOLE	
ALTRIA GROUP INC	COM	02209S103	172	6,400	SH	DEFINED	
AMERICAN EXPRESS CO	COM	025816109	226	5,041	SH	SOLE	
AMERICAN EXPRESS CO	COM	025816109	65	1,450	SH	DEFINED	
APPLE INC	COM	037833100	343	900	SH	SOLE	
APPLE INC	COM	037833100	708	1,856	SH	DEFINED	
BP PLC	SPONSORED ADR	055622104	499	13,830	SH	SOLE	
BP PLC	SPONSORED ADR	055622104	71	1,966	SH	DEFINED	
BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	116	14,283	SH	SOLE	
BANK OF AMERICA CORPORATION	COM	060505104	51	8,260	SH	SOLE	
BANK OF AMERICA CORPORATION	COM	060505104	170	27,852	SH	DEFINED	
BANK OF NEW YORK MELLON CORP	COM	064058100	3	150	SH	SOLE	
BANK OF NEW YORK MELLON CORP	COM	064058100	379	20,381	SH	DEFINED	
BAXTER INTL INC	COM	071813109	171	3,050	SH	SOLE	
BAXTER INTL INC	COM	071813109	53	950	SH	DEFINED	
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	534	5	SH	SOLE	
BOEING CO	COM	097023105	182	3,002	SH	SOLE	
BOEING CO	COM	097023105	30	500	SH	DEFINED	
BRISTOL MYERS SQUIBB CO	COM	110122108	296	9,446	SH	SOLE	
BRISTOL MYERS SQUIBB CO	COM	110122108	189	6,020	SH	DEFINED	
BURKE&HERBERT B&T ALEXANDRIA	COM	121331102	11,058	4,908	SH	SOLE	
BURKE&HERBERT B&T ALEXANDRIA	COM	121331102	1,845	819	SH	DEFINED	
CIGNA CORP	COM	125509109	637	15,180	SH	DEFINED	

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CATALYST HEALTH SOLUTIONS IN	COM	14888B103	288	5,000	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	989	10,684	SH	SOLE
CHEVRON CORP NEW	COM	166764100	2,067	22,320	SH	DEFINED
CISCO SYS INC	COM	17275R102	200	12,899	SH	SOLE
CISCO SYS INC	COM	17275R102	113	7,293	SH	DEFINED
CITIGROUP INC	COM NEW	172967424	23	900	SH	SOLE
CITIGROUP INC	COM NEW	172967424	272	10,638	SH	DEFINED
COCA COLA CO	COM	191216100	749	11,084	SH	SOLE
COCA COLA CO	COM	191216100	521	7,709	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	301	3,395	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	173	1,950	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	85	1,340	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	203	3,200	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	205	6,792	SH	SOLE
DISNEY WALT CO	COM DISNEY	254687106	176	5,828	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	570	11,226	SH	SOLE
DOMINION RES INC VA NEW	COM	25746U109	372	7,324	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	449	11,222	SH	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	516	12,913	SH	DEFINED
EXELON CORP	COM	30161N101	123	2,882	SH	SOLE
EXELON CORP	COM	30161N101	190	4,450	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	2,882	39,686	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	4,689	64,566	SH	DEFINED
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	754	9,150	SH	DEFINED
FIRST POTOMAC RLTY TR	COM	33610F109	133	10,700	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	711	23,354	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	1,521	99,966	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	1,712	112,473	SH	DEFINED
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	145	3,516	SH	SOLE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	65	1,582	SH	DEFINED
GOOGLE INC	CL A	38259P508	28	55	SH	SOLE
GOOGLE INC	CL A	38259P508	212	412	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	449	20,012	SH	SOLE

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
HEWLETT PACKARD CO	COM	428236103	238	10,585	SH	DEFINED	
HOME DEPOT INC	COM	437076102	136	4,140	SH	SOLE	
HOME DEPOT INC	COM	437076102	177	5,383	SH	DEFINED	
HONEYWELL INTL INC	COM	438516106	231	5,262	SH	SOLE	
HONEYWELL INTL INC	COM	438516106	58	1,312	SH	DEFINED	
INTEL CORP	COM	458140100	340	15,928	SH	SOLE	
INTEL CORP	COM	458140100	186	8,713	SH	DEFINED	
INTERNATIONAL BUSINESS MACHS	COM	459200101	908	5,192	SH	SOLE	
INTERNATIONAL BUSINESS MACHS	COM	459200101	557	3,188	SH	DEFINED	
ISHARES TR	BARCLY USAGG B	464287226	252	2,290	SH	SOLE	
ISHARES TR	RUSSELL 3000	464287689	218	3,270	SH	DEFINED	
JPMORGAN CHASE & CO	COM	46625H100	133	4,407	SH	SOLE	
JPMORGAN CHASE & CO	COM	46625H100	88	2,921	SH	DEFINED	
JOHNSON & JOHNSON	COM	478160104	2,657	41,711	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	623	9,780	SH	DEFINED	

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KIMBERLY CLARK CORP	COM	494368103	294	4,139	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	206	2,898	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	427	12,703	SH	SOLE
KRAFT FOODS INC	CL A	50075N104	67	1,981	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	166	2,280	SH	SOLE
LOCKHEED MARTIN CORP	COM	539830109	45	619	SH	DEFINED
MANULIFE FINL CORP	COM	56501R106	105	9,280	SH	SOLE
MANULIFE FINL CORP	COM	56501R106	188	16,608	SH	DEFINED
MCDONALDS CORP	COM	580135101	312	3,554	SH	SOLE
MCDONALDS CORP	COM	580135101	130	1,480	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	179	3,824	SH	SOLE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	64	1,372	SH	DEFINED
MEDTRONIC INC	COM	585055106	242	7,274	SH	SOLE
MEDTRONIC INC	COM	585055106	112	3,372	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	394	12,050	SH	SOLE
MERCK & CO INC NEW	COM	58933Y105	585	17,880	SH	DEFINED
MICROSOFT CORP	COM	594918104	278	11,168	SH	SOLE
MICROSOFT CORP	COM	594918104	389	15,625	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	250	4,632	SH	SOLE
NEXTERA ENERGY INC	COM	65339F101	164	3,040	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	506	8,289	SH	SOLE
NORFOLK SOUTHERN CORP	COM	655844108	415	6,800	SH	DEFINED
ORACLE CORP	COM	68389X105	105	3,650	SH	SOLE
ORACLE CORP	COM	68389X105	178	6,196	SH	DEFINED
PPG INDS INC	COM	693506107	203	2,875	SH	SOLE
PPG INDS INC	COM	693506107	1	8	SH	DEFINED
PEPSICO INC	COM	713448108	610	9,855	SH	SOLE
PEPSICO INC	COM	713448108	649	10,486	SH	DEFINED
PFIZER INC	COM	717081103	928	52,494	SH	SOLE
PFIZER INC	COM	717081103	1,081	61,149	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	1,185	19,000	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	429	6,878	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	537	8,493	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	499	7,891	SH	DEFINED
PROTECTIVE LIFE CORP	COM	743674103	3,634	232,488	SH	SOLE
REGIONS FINANCIAL CORP NEW	COM	7591EP100	268	80,351	SH	SOLE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	330	5,370	SH	SOLE
SPDR SERIES TRUST	BRCLYS YLD ETF	78464A417	155	4,287	SH	SOLE
SPDR SERIES TRUST	BRCLYS YLD ETF	78464A417	337	9,303	SH	DEFINED
SARA LEE CORP	COM	803111103	134	8,225	SH	SOLE
SARA LEE CORP	COM	803111103	62	3,800	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	209	3,503	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	96	1,611	SH	DEFINED
SPACE PROPULSION SYS INC	COM	846192102	1	16,250	SH	SOLE
TARGET CORP	COM	87612E106	57	1,166	SH	SOLE

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
TARGET CORP	COM	87612E106	174	3,542	SH	DEFINED	
3M CO	COM	88579Y101	496	6,913	SH	SOLE	
3M CO	COM	88579Y101	349	4,864	SH	DEFINED	

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TRAVELERS COMPANIES INC	COM	89417E109	2	45	SH	SOLE
TRAVELERS COMPANIES INC	COM	89417E109	216	4,436	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	201	2,855	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	421	5,987	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	180	3,900	SH	SOLE
UNITEDHEALTH GROUP INC	COM	91324P102	37	800	SH	DEFINED
VANGUARD SCOTTSDALE FDS	INT-TERM CORP	92206C870	202	2,500	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	695	18,892	SH	SOLE
VERIZON COMMUNICATIONS INC	COM	92343V104	897	24,365	SH	DEFINED
WAL MART STORES INC	COM	931142103	909	17,512	SH	SOLE
WAL MART STORES INC	COM	931142103	348	6,700	SH	DEFINED
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	155	5,499	SH	SOLE
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	121	4,300	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	300	12,437	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	175	7,257	SH	DEFINED