

WEINGARTEN REALTY INVESTORS /TX/

Form S-3

December 21, 2004

As filed with the Securities and Exchange Commission on December 21, 2004

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

WEINGARTEN REALTY INVESTORS
(Exact name of registrant as specified in its charter)

TEXAS
(State or other jurisdiction
of incorporation or organization)

74-1464203
(I.R.S. Employer
Identification No.)

2600 CITADEL PLAZA DRIVE, SUITE 300
HOUSTON, TEXAS 77008
(713) 866-6000
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

ANDREW M. ALEXANDER
PRESIDENT AND CHIEF EXECUTIVE OFFICER
WEINGARTEN REALTY INVESTORS
2600 CITADEL PLAZA DRIVE, SUITE 300
HOUSTON, TEXAS 77008
(713) 866-6000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

BRYAN L. GOOLSBY
GINA E. BETTS
LOCKE LIDDELL & SAPP LLP
2200 ROSS AVENUE, SUITE 2200
DALLAS, TEXAS 75201
(214) 740-8000

Approximate date of commencement of proposed sale to the public: From time to
time after the effective date of this Registration Statement.
If the only securities being registered on this form are being offered pursuant
to dividend or interest reinvestment plans, please check the following box. []
If any of the securities being registered on this form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, as amended, other than securities offered only in connection with dividend
or interest reinvestment plans, check the following box. [X]
If this form is filed to register additional securities for an offering pursuant
to Rule 462(b) under the Securities Act, please check the following box and list
the Securities Act registration statement number of the earlier effective
registration statement for the same offering. []

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []
 If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

| ===== | | | |
|---|-------------------------|---|--------------------------|
| CALCULATION OF REGISTRATION FEE | | | |
| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit (1) | Proposed Maximum Offerin |
| ----- | ----- | ----- | ----- |
| Common Shares of Beneficial Interest, .03 par value per share | 140,260 | \$ 39.61 | \$ |
| ----- | ----- | ----- | ----- |