

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. [ ]

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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 Maxi Offerin
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Common Shares of Beneficial Interest, .03 par value per share	140,260	\$ 39.61	\$
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