

INVESTORS REAL ESTATE TRUST

Form 4/A

February 15, 2002

**U.S. Securities & Exchange Commission  
Washington, D.C. 20549**

FORM 4/A

**Statement of Changes in Beneficial Ownership of Securities**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(f) of the Investment Company Act of 1940

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**1. Name and Business Address of Reporting Person**

| LAST          | FIRST        | MIDDLE     |
|---------------|--------------|------------|
| Wentz, Jr.    | Thomas       | A.         |
| <b>STREET</b> |              |            |
| PO Box 1000   |              |            |
| <b>CITY</b>   | <b>STATE</b> | <b>ZIP</b> |
| Minot         | North Dakota | 58702      |

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**2. State of Incorporation**

N/A

**3. If an amendment, give date of statement amended. (Month/Day/Year)**

N/A

**4. Name of Company**

Investors Real Estate Trust SEC File No. #0-14851

**5. IRS or SS identifying number of reporting person**

501-58-8793

**6. Statement for Calendar Month of (Month/Year)**

January/2002

**7. Date of Last Previous Statement (Month/Day/Year)**

12/31/01

**8. Relationships of Reporting Person to Company**

Trustee &amp; Vice President

**TABLE I. Securities Bought, Sold or Otherwise Acquired or Disposed of**

Furnish the information required by the following table as to securities of the company bought or sold or otherwise acquired or disposed of by the reporting person during the month for which this statement is filed (See Instruction 5) and as to securities of the company beneficially owned, directly or indirectly, at the end of the month. However, transaction involving the acquisition or disposition of puts, calls, options or other rights or obligations to buy or sell securities of the company shall be reported in Table II.

| 1.<br>Title of<br>Securities        | 2.<br>(FOR<br>SEC<br>USE<br>ONLY) | 3.<br>Date of<br>Transaction | 4.<br>Amount of<br>Securities<br>Acquired | 5.<br>Amount of<br>Securities<br>Disposed<br>of | 6.<br>Character of<br>Transaction<br>Reported | 7.<br>Purchase<br>or<br>Sale Price<br>Per Share<br>or<br>Other<br>Unit | 8.<br>Amount<br>Owned at<br>End of<br>Month | 9.<br>Nature of<br>Ownership<br>of<br>Securities<br>Owned at<br>End<br>of Month |
|-------------------------------------|-----------------------------------|------------------------------|-------------------------------------------|-------------------------------------------------|-----------------------------------------------|------------------------------------------------------------------------|---------------------------------------------|---------------------------------------------------------------------------------|
| Shares of<br>Beneficial<br>Interest |                                   | 01/17/02                     | 40.363                                    | N/A                                             | Share<br>Dividend                             | 8.80                                                                   | 2,408.290                                   | Sole Owner                                                                      |
| Shares of<br>Beneficial<br>Interest |                                   | 01/17/02                     | 45.281                                    | N/A                                             | Share<br>Dividend                             | 8.80                                                                   | --                                          | 401K PSP at<br>1st Western<br>Bank, Minot,<br>ND                                |
| Shares of<br>Beneficial<br>Interest |                                   | 01/31/02                     | 50.363                                    | N/A                                             | Purchase                                      | 8.312                                                                  | 2,752.138                                   | 401K PSP at<br>1st Western<br>Bank, Minot,<br>ND                                |
| Shares of<br>Beneficial<br>Interest |                                   | 01/17/02                     | 511.364                                   | N/A                                             | Share<br>Dividend                             | 8.80                                                                   | 176,888.542                                 | Owned by<br>WENCO,<br>Ltd of which<br>he is General<br>Partner                  |

|                               |  |          |         |     |                |      |           |                       |
|-------------------------------|--|----------|---------|-----|----------------|------|-----------|-----------------------|
| Shares of Beneficial Interest |  | 01/17/02 | 20.3963 | N/A | Share Dividend | 9.84 | 1,358.395 | IRA at Charles Schwab |
|-------------------------------|--|----------|---------|-----|----------------|------|-----------|-----------------------|

|                               |  |          |      |     |                |      |         |                        |
|-------------------------------|--|----------|------|-----|----------------|------|---------|------------------------|
| Shares of Beneficial Interest |  | 01/17/02 | 4.19 | N/A | Share Dividend | 9.41 | 266.894 | Wife's IRA at Fidelity |
|-------------------------------|--|----------|------|-----|----------------|------|---------|------------------------|

**Form 4 (Continued)****TABLE II. Puts, Calls, Options and Other Rights or Obligations**

If during the month for which this statement is filed the reporting person acquired or disposed of any put, call, option or other right or obligation (all hereinafter referred to as "options") to buy or sell, or be required to buy or sell, securities of the company, furnish the information required by the following table. (See Instruction 5) However, the acquisition or disposition of transferable warrants issued by the company are to be reported in Table I. Options exempted by Rule 16a-6 need not be reported.

| 1.<br>Title of Securities Subject to Option | 2.<br>(FOR SEC USE ONLY) | 3.<br>Date of Transaction | 4.<br>Nature of Option | 5.<br>Amount of Securities Subject to Option | 6.<br>Character of Transaction, if any, Reported | 7.<br>Purchase or Sale Price of Securities Subject to Option | 8.<br>Date of Expiration of Option |
|---------------------------------------------|--------------------------|---------------------------|------------------------|----------------------------------------------|--------------------------------------------------|--------------------------------------------------------------|------------------------------------|
|---------------------------------------------|--------------------------|---------------------------|------------------------|----------------------------------------------|--------------------------------------------------|--------------------------------------------------------------|------------------------------------|

**Explanation of items in Tables:**

N/A

**Date of Statement:**

January 31, 2002

/S/ Thomas A. Wentz, Sr.  
**Signature of Reporting Person**