

BRE PROPERTIES INC /MD/
Form 8-A12B
December 08, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

BRE PROPERTIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State of Incorporation or Organization)

94-1722214
(I.R.S. Employer Identification No.)

44 Montgomery Street, 36th Floor

San Francisco, California
(Address of Principal Executive Offices)

94104
(Zip Code)

Securities Act registration statement file number to which this form relates: 333-114076

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Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
6.75% Series D Cumulative Redeemable Preferred Stock, par value \$0.01	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities to be registered pursuant to Section 12(g) of the Act: [None].

Item 1. Description of Registrant's Securities to be Registered.

The description of the 6.75% Series D Cumulative Redeemable Preferred Stock, par value \$0.01 per share, of the Registrant set forth under the caption "Description of the Series D Preferred Stock" in the Registrant's prospectus supplement dated December 1, 2004 filed with the Securities and Exchange Commission on December 3, 2004 pursuant to Rule 424(b)(5) under the Securities Act of 1933 is hereby incorporated by reference in response to this item. The prospectus supplement supplements the prospectus contained in the Registrant's Registration Statement on Form S-3 (File No. 333-114076), which was declared effective by the Securities and Exchange Commission on April 13, 2004. The 6.75% Series D Cumulative Redeemable Preferred Stock described herein is expected to be listed on the New York Stock Exchange.

Item 2. Exhibits.

In accordance with the Instructions as to Exhibits for registration statements on Form 8-A, the documents listed below are filed as Exhibits to this Registration Statement.

<u>Exhibit Number</u>	<u>Description</u>
1.1	Amended and Restated Articles of Incorporation of BRE Properties, Inc. (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, dated March 15, 1996).
1.2	Articles of Amendment of BRE Properties, Inc. (incorporated by reference to Exhibit 4.2 of the Registrant's Registration Statement on Form S-3 (No. 333-24915), filed on April 28, 1997, as amended).
1.3	Certificate of Correction of BRE Properties, Inc. (incorporated by reference to Exhibit 1.3 of the Registrant's Form 8-A filed on January 29, 1999).
1.4	Amended and Restated Bylaws of BRE Properties, Inc. (incorporated by reference to Exhibit 3.5 of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, filed on February 17, 2004).
1.5	Articles Supplementary of BRE Properties, Inc. designating the terms of the 6.75% Series D Cumulative Redeemable Preferred Stock.
1.6	Form of 6.75% Series D Cumulative Redeemable Preferred Stock Certificate.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement on Form 8-A to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 7, 2004

BRE PROPERTIES, INC.

By: /s/ Edward F. Lange, Jr.

Name: Edward F. Lange, Jr.
Title: Executive Vice President, Chief
Financial Officer and Secretary

Exhibit Index

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