

Edgar Filing: WEINGARTEN REALTY INVESTORS /TX/ - Form 10-Q/A

WEINGARTEN REALTY INVESTORS /TX/  
Form 10-Q/A  
September 22, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549  
FORM 10-Q/A

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2004  
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OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-9876  
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WEINGARTEN REALTY INVESTORS  
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(Exact name of registrant as specified in its charter)

|  |  |
|--|--|
| Texas<br>-----<br>(State or other jurisdiction of<br>incorporation or organization)                            | 74-1464203<br>-----<br>(I.R.S. Employer<br>Identification No.) |
| 2600 Citadel Plaza Drive, P.O. Box 924133, Houston, Texas<br>-----<br>(Address of principal executive offices) | 77292-4133<br>-----<br>(Zip Code)                              |

Registrant's telephone number, including area code: (713) 866-6000  
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\_\_\_\_\_  
(Former name, former address and former fiscal  
year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to such

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filing requirements for the past 90 days. Yes  No.   
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APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes  No.   
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As of July 30, 2004, there were 85,607,610 common shares of beneficial interest of Weingarten Realty Investors, \$.03 par value, outstanding.

PART II  
 OTHER INFORMATION

This amendment on Form 10-Q/A is being filed to give effect for Item 4. Submission of Matters to a Vote of Security Holders.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Weingarten Realty Investors held its Annual Meeting of Shareholders on April 23, 2004. For more information on the following proposals, see our proxy statement dated March 17, 2004, the relevant portions of which are incorporated herein by reference.

(1) The shareholders elected each of the nine nominees to the Board of Trust Managers for a one-year term:

| TRUST MANAGER<br>-----         | FOR<br>----- | WITHHELD<br>----- |
|--------------------------------|--------------|-------------------|
| Stanford Alexander . . . . .   | 51,618,571   | 419,567           |
| Andrew M. Alexander. . . . .   | 51,668,827   | 369,311           |
| J. Murry Bowden. . . . .       | 51,448,431   | 589,708           |
| James W. Crownover . . . . .   | 50,984,554   | 1,053,585         |
| Robert J. Cruikshank . . . . . | 50,925,867   | 1,112,272         |
| Melvin A. Dow. . . . .         | 51,371,359   | 666,780           |
| Stephen A. Lasher. . . . .     | 51,683,087   | 355,052           |
| Douglas W. Schnitzer . . . . . | 51,681,769   | 356,369           |
| Marc J. Shapiro. . . . .       | 51,165,937   | 872,202           |
|                                | -----        | -----             |
| TOTAL. . . . .                 | 462,548,402  | 5,794,846         |
|                                | =====        | =====             |

(2) The shareholders ratified the appointment of Deloitte & Touche LLP as our independent accountants:

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|                   |            |
|-------------------|------------|
| FOR . . . . .     | 51,117,961 |
| AGAINST . . . . . | 801,745    |
| ABSTAIN . . . . . | 118,433    |
|                   | -----      |
| TOTAL . . . . .   | 52,038,139 |
|                   | =====      |

(3) The shareholders defeated a shareholder proposal on "Performance and Time-Based Restricted Shares":

|                   |            |
|-------------------|------------|
| FOR . . . . .     | 9,449,215  |
| AGAINST . . . . . | 26,843,788 |
| ABSTAIN . . . . . | 977,291    |
|                   | -----      |
| TOTAL . . . . .   | 37,270,294 |
|                   | =====      |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WEINGARTEN REALTY INVESTORS

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(Registrant)

BY: /s/ Andrew M. Alexander

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Andrew M. Alexander  
President/Chief Executive Officer  
(Principal Executive Officer)

BY: /s/ Joe D. Shafer

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Joe D. Shafer  
Vice President/Controller  
(Principal Accounting Officer)

DATE: September 22, 2004  
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