

WEINGARTEN REALTY INVESTORS /TX/

Form S-3/A

April 25, 2014

As filed with the Securities and Exchange Commission on April 25, 2014

Registration No. 333-121506

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Post-Effective Amendment No. 1 to 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)

2600 Citadel Plaza Drive, Suite 125

Houston, Texas 77008

(713) 866-6000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

74-1464203

(I.R.S. Employer

Identification No.)

Andrew M. Alexander

President and Chief Executive Officer

Weingarten Realty Investors

2600 Citadel Plaza Drive, Suite 125

Houston, Texas 77008

(713) 866-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: The offering to which this Registration Statement relates has terminated.

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) 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 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 this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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#### DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the Registration Statement on Form S-3 (Registration No. 333-121506), originally filed with the Securities and Exchange Commission on December 21, 2004 (collectively, including all exhibits thereto, the "Registration Statement"). The Registration Statement registered resales from time to time of 140,260 common shares of beneficial interest, par value \$0.03 per share, of Weingarten Realty Investors (the "Company") issued upon the redemption of Class A Partnership Units of WRI/Utah Properties, L.P. There are no Class A Partnership Units outstanding, and the Company has no further obligation to maintain effectiveness of the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove by means of a post-effective amendment any securities that remain unsold at the termination of the offering, this Post-Effective Amendment is being filed to terminate the effectiveness of the Registration Statement and to remove from registration all securities registered but not sold under the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 25th day of April, 2014.

WEINGARTEN REALTY INVESTORS

By: /s/ Andrew M. Alexander  
 Andrew M. Alexander  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

	Signature	Title	Date
By:	/s/ Andrew M. Alexander Andrew M. Alexander	Chief Executive Officer, President and Trust Manager	April 25, 2014
By:	/s/ Stanford Alexander Stanford Alexander	Chairman and Trust Manager	April 25, 2014
By:	/s/ Shelaghmichael Brown Shelaghmichael Brown	Trust Manager	April 25, 2014
By:	/s/ James W. Crownover James W. Crownover	Trust Manager	April 25, 2014
By:	/s/ Robert J. Cruikshank Robert J. Cruikshank	Trust Manager	April 25, 2014
By:	/s/ Melvin Dow Melvin Dow	Trust Manager	April 25, 2014
By:	/s/ Stephen A. Lasher Stephen A. Lasher	Trust Manager	April 25, 2014
By:	/s/ Thomas L. Ryan Thomas L. Ryan	Trust Manager	April 25, 2014
By:	/s/ Stephen C. Richter Stephen C. Richter	Executive Vice President and Chief Financial Officer	April 25, 2014
By:	/s/ Douglas W. Schnitzer Douglas W. Schnitzer	Trust Manager	April 25, 2014
By:	/s/ Joe D. Shafer Joe D. Shafer	Senior Vice President and Chief Accounting Officer	April 25, 2014
By:	/s/ C. Park Shaper C. Park Shaper	Trust Manager	April 25, 2014
By:	/s/ Marc J. Shapiro	Trust Manager	April 25, 2014

Marc J. Shapiro