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INLAND WESTERN RETAIL REAL ESTATE TRUST INC

Form POS AM

March 31, 2009

As filed with the Securities and Exchange Commission on March 31, 2009

Registration No. 333-129193

**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

**INLAND WESTERN RETAIL REAL ESTATE TRUST, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of incorporation or organization)

**42-1579325**

(I.R.S. Employer Identification Number)

**2901 Butterfield Road**

**Oak Brook, Illinois 60523**

**(630) 218-8000**

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

**Steven P. Grimes**

**Chief Operating Officer and Chief Financial Officer**

**Inland Western Retail Real Estate Trust, Inc.**

**2901 Butterfield Road**

**Oak Brook, Illinois 60523**

**(630) 218-8000**

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

**Copies to:**

**Dennis K. Holland**  
**General Counsel and Secretary**  
**Inland Western Retail Real Estate Trust, Inc.**  
2901 Butterfield Road  
Oak Brook, Illinois 60523  
(630) 218-8000

**Hal M. Brown**  
**DLA Piper LLP (US)**  
203 North LaSalle Street, Suite 1900  
Chicago, Illinois 60601  
(312) 368-4012

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**DEREGISTRATION OF COMMON STOCK**

Inland Western Retail Real Estate Trust, Inc. (the Registration ) filed a Registration Statement on Form S-3 (Commission File No. 333-129193) (the Registration Statement ), on October 21, 2005, pursuant to which the Registrant registered 50,000,000 shares of its common stock, par value \$.001 per share (the Common Stock), issuable pursuant to the Registrant s distribution reinvestment program. An aggregate of 49,136,890 shares of Common Stock, representing \$483,964,863 in offering proceeds, were issued pursuant to the distribution reinvestment program. At completion of the offering under the Registration Statement, there remained unsold 863,110 shares of Common Stock. The Registrant is filing this Post-Effective Amendment No. 1 to deregister the 863,110 shares of Common Stock that remain unsold and/or unissued under the Registration Statement.

**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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oak Brook, State of Illinois, on March 30, 2009.

INLAND WESTERN RETAIL REAL ESTATE TRUST, INC.

By: /s/ Michael J. O Hanlon  
Michael J. O Hanlon, Chief Executive Officer and  
President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Name | Title | Date |
|------|-------|------|
|------|-------|------|





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|   |  |                |
|---|--|----------------|
| /s/ Michael J. O Hanlon<br>Michael J. O Hanlon              | Chief Executive Officer and President                  | March 30, 2009 |
| /s/ Steven P. Grimes<br>Steven P. Grimes                    | Chief Operating Officer and Chief<br>Financial Officer | March 27, 2009 |
| /s/ James W. Kleifges<br>James W. Kleifges                  | Chief Accounting Officer                               | March 30, 2009 |
| Robert D. Parks*<br>Robert D. Parks                         | Chairman of the Board                                  | March 26, 2009 |
| Brenda G. Gujral*<br>Brenda G. Gujral                       | Director   | March 26, 2009 |
| Kenneth E. Masick   | Director   | March , 2009   |
| Richard P. Imperiale  | Director   | March , 2009   |
| Frank A. Catalano, Jr.*<br>Frank A. Catalano, Jr.           | Director   | March 26, 2009 |
| Kenneth H. Beard*<br>Kenneth H. Beard                       | Director   | March 26, 2009 |
| Paul R. Gauvreau*<br>Paul R. Gauvreau                       | Director   | March 26, 2009 |
| Gerald M. Gorski*<br>Gerald M. Gorski                       | Director   | March 26, 2009 |
| Barbara A. Murphy*<br>Barbara A. Murphy                     | Director   | March 26, 2009 |
| *By:                 /s/ Robert D. Parks<br>Robert D. Parks | Individually and as Attorney-in-fact                   | March 26, 2009 |