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AMREIT
Form 8-A12G
May 02, 2005

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20546

FORM 8-A

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

AMREIT
(Exact name of registrant as specified in its charter)

TEXAS
(State of incorporation
or organization)

76-0410050
(I.R.S. Employer
Identification No.)

8 GREENWAY PLAZA, SUITE 1000
HOUSTON, TEXAS
(Address of principal
executive offices)

77046
(Zip Code)

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 Act registration statement file number to which this form relates: 333-114432.

Securities to be registered pursuant to Section 12(b) of the Act: None.

Securities to be registered pursuant to Section 12(g) of the Act: Class D Common Shares of Beneficial Interest.

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

The information set forth under the heading "Description of AmREIT Capital Shares - Class D Common Shares" in the prospectus that is part of the Registration Statement on Form S-11 originally filed by the Registrant on April

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13, 2004, as amended (Registration No. 333-114432), is hereby incorporated by reference.

ITEM 2. EXHIBITS

| Exhibit | No. | Description |
|---------|-----|--|
| 3.1 | | Amended and Restated Declaration of Trust (incorporated by reference to Exhibit 3.1 to AmREIT's Annual Report on Form 10-KSB (No. 1-31397) for the fiscal year ended December 31, 2002). |
| 3.2 | | Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-2 (Registration No. 333-124268) originally filed on April 22, 2005). |
| 4.1 | | Statement of Designation of Class D Common Shares (incorporated by reference to Exhibit 4.4 to AmREIT's Registration Statement on Form S-2 (Registration No. 333-124268), originally filed on April 22, 2005). |
| 4.2 | | Specimen Class D Common Shares.* |

* To be filed by amendment

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: May 2, 2005

AMREIT

By: /s/ Chad C. Braun

Chad C. Braun
Executive Vice President, Chief Financial
Officer and Secretary