

NATIONAL RETAIL PROPERTIES, INC.  
Form 8-K  
December 09, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): December 8, 2008  
NATIONAL RETAIL PROPERTIES, INC.  
(Exact name of registrant as specified in its charter)**

**Maryland**

**001-11290**

**56-1431377**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**450 South Orange Avenue  
Suite 900  
Orlando, Florida**

**32801**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(407) 265-7348**

Not applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 8, 2008, Clifford R. Hinkle, the Lead Director of the Board of Directors (the Board) of National Retail Properties, Inc. (the Company), tendered a letter of resignation from the Board. At a duly called meeting of the Board on December 8, 2008, the Board unanimously agreed to accept Mr. Hinkle's resignation and appointed, pursuant to the recommendation of the Governance and Nominating Committee, Don DeFosset to the Board of the Company, effective immediately. Mr. DeFosset currently serves on the boards of directors for Regions Financial Corporation, EnPro Industries, Inc. and Terex Corporation. Mr. DeFosset retired in September 2005 as Chairman, President and Chief Executive Officer of Walter Industries, Inc., a diversified company with principal operating businesses in homebuilding and home financing, water transmission products and energy services. Mr. DeFosset is a graduate of Purdue University, where he earned a Bachelor's degree in Industrial Engineering. He received his MBA from Harvard Business School in 1974. Mr. DeFosset will stand for election at the 2009 annual meeting of the Company's shareholders.

Also on December 8, 2008, the Board appointed Ted B. Lanier as the new Lead Director of the Board, effective immediately, pursuant to the recommendation of the Governance and Nominating Committee.

**Item 7.01. Regulation FD Disclosure.**

On December 9, 2008, the Company issued a press release announcing the Board changes described above in Item 5.02. The press release is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (Exchange Act) or otherwise subject to the liabilities of such section, nor shall such information be deemed to be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release, dated December 9, 2008

---

**SIGNATURE**

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 hereunto duly authorized.

NATIONAL RETAIL  
PROPERTIES, INC.

By: /s/ Kevin B. Habicht

Name:

Kevin B. Habicht

Title: Executive Vice President,  
Chief Financial Officer,  
Assistant Secretary and  
Treasurer

Dated: December 9, 2008

---

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, December 9, 2008