

HENDRIX JOHNNY
Form 4
February 06, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HENDRIX JOHNNY

2. Issuer Name and Ticker or Trading Symbol
WEINGARTEN REALTY INVESTORS /TX/ [WRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2600 CITADEL PLAZA DR, #300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP

HOUSTON, TX 77008-

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/02/2006 | 02/02/2006 | M | 2,136 A \$ 21.7955 | 47,371 | D | |
| Common Stock | 02/02/2006 | 02/02/2006 | M | 1,611 A \$ 24.58 | 48,982 | D | |
| Common Stock | 02/02/2006 | 02/02/2006 | M | 1,133 A \$ 30.0867 | 50,115 | D | |
| Common Stock | 02/02/2006 | 02/02/2006 | M | 21 A \$ 39.75 | 50,136 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 21.7955 | 02/02/2006 | 02/02/2006 | M | | 4,761 | | 02/02/2006 | 12/18/2011 | Common Stock | 2,136 |
| Stock Option | \$ 24.58 | 02/02/2006 | 02/02/2006 | M | | 4,514 | | 12/26/2012 | 12/26/2012 | Common Stock | 1,611 |
| Stock Option | \$ 30.0867 | 02/02/2006 | 02/02/2006 | M | | 4,640 | | 12/16/2012 | 12/16/2013 | Common Stock | 1,133 |
| Stock Option | \$ 39.75 | 02/02/2006 | 02/02/2006 | M | | 3,301 | | 12/06/2014 | 12/06/2014 | Common Stock | 21 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| HENDRIX JOHNNY 2600 CITADEL PLAZA DR #300 HOUSTON, TX 77008- | | | Executive VP | |

Signatures

JOHNNY L
HENDRIX
02/06/2006

**Signature of Reporting Person
Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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