

KAY DAVID B
Form 4
December 19, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
KAY DAVID B

2. Issuer Name and Ticker or Trading Symbol
CAPITAL AUTOMOTIVE REIT [CARS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8270 GREENSBORO DR.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2005

____ Director
____ Officer (give title below) Other (specify below)
____ 10% Owner
____ Trustee

MCLEAN, VA 22102

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)
			Code	V	Amount or Price		
Common Shares of Beneficial Interest	12/16/2005		M		15,000 (1)	A	\$ 38.75 0 D
Common Shares of Beneficial Interest	12/16/2005		M		693 (2)	A	\$ 38.75 0 D
Common Shares of Beneficial Interest	12/16/2005		U(3)		15,693 (4)	D	\$ 38.75 0 D

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- (1) These options have vested and expired because of a change of control event as required by the Trustee Formula Option stipulated in the Capital Automotive Group Second Amended and Restated 1998 Equity Incentive Plan. These options had an exercise price of \$33.90.
These phantom shares that were earned under the Capital Automotive Deferred Compensation and Stock Plan for Trustees, as amended,
- (2) have vested because a change of control transaction has occurred. These Phantom Shares had a variety of purchase prices as shown below: 258--Purchase Price of \$39.80 4--Purchase Price \$35.24 422--Purchase Price of \$38.59 9--Purchase Price of \$38.44
- (3) These shares were disposed of pursuant to the consummation of the merger between Capital Automotive REIT and entities affiliated with DRA Advisors LLC.
- (4) This total amount of common shares includes the options and phantom shares referenced above, 15,000 and 693 respectively, that vested upon the change of control transaction.

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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