

RICHTER STEPHEN C
Form 4
February 06, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICHTER STEPHEN C

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)
02/05/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EXEC VP/CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/05/2006	02/02/2006	M		3,869	A \$ 17.8889	104,591.9765 D
Common Stock	02/05/2006	02/02/2006	M		2,051	A \$ 17.9445	106,642.9765 D
Common Stock	02/05/2006	02/02/2006	M		4,588	A \$ 18.9467	111,230.9765 D
Common Stock							7,819.5 I
Common Stock							2,049.75 I
							HELD IN TRUST FOR CHILDREN
							SHARES HELD BY

SPOUSE IN
IRA

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)	8. Amount or Number of Shares
Stock Option	\$ 17.8889	02/05/2006	02/02/2006	M	7,000	01/02/1998 01/02/2007	Common Stock	3,869
Stock Options (Right to buy)	\$ 17.9445	02/05/2006	02/02/2006	M	3,958	05/25/2001 05/25/2010	Common Stock	2,051
Stock Options (Right to buy)	\$ 18.9467	02/05/2006	02/02/2006	M	8,847	12/08/2001 12/08/2010	Common Stock	4,588

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHTER STEPHEN C 2600 CITADEL PLAZA DR #300 HOUSTON, TX 77008-			EXEC VP/CFO	

Signatures

STEPHEN C
RICHTER

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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