

INVESTORS REAL ESTATE TRUST

Form 8-A12G

April 22, 2004

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-A**

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

**INVESTORS REAL ESTATE TRUST**

(Exact name of registrant as specified in its charter)

**North Dakota**  
(State or other jurisdiction of  
incorporation or organization)

**45-0311232**  
(I.R.S. Employer  
Identification No.)

**Post Office Box 1988**  
**12 South Main Street**  
**Minot, ND**  
(Address of principal executive offices)

**58702-1988**  
(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: **333-112465**

Securities to be registered pursuant to Section 12(b) of the Act:

| <b>Title of each class<br/>to be so registered</b> | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>N/A</b>   | <b>N/A</b>   |

Securities to be registered pursuant to Section 12(g) of the Act:

**8.25% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest**

(Title of Class)

**TABLE OF CONTENTS**

Item 1. Description of Registrant's Securities to be Registered.

Item 2. Exhibits.

SIGNATURE

EXHIBIT INDEX

Articles Supplementary to the Declaration of Trust

Form of 8.25% Series A Shares

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**Table of Contents**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the Registrant's 8.25% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest to be registered is incorporated by reference to the prospectus supplement to the prospectus dated April 2, 2004, which was filed on April 22, 2004, with the Securities and Exchange Commission pursuant to Rule 424(b)(5).

**Item 2. Exhibits.**

- 3.1 Articles of Amendment and Third Restated Declaration of Trust of the Registrant (the Declaration of Trust ) (incorporated herein by reference to Exhibit A to the Registrant's Definitive Proxy Statement on Schedule 14A for its 2003 Annual Meeting of Shareholders, filed with the Securities and Exchange Commission on August 13, 2003).
  - 3.2 Articles Supplementary to the Declaration of Trust classifying and designating the Registrant's 8.25% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest (filed herewith).
  - 3.3 Second Restated Trustees' Regulations (Bylaws) of the Registrant (incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2003, filed with the Securities and Exchange Commission on December 15, 2003).
  - 4.1 Form of 8.25% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest (filed herewith).
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**Table of Contents**

**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.

**INVESTORS REAL ESTATE TRUST**

Dated: April 21, 2004

/s/ Michael A. Bosh  
By: Michael A. Bosh  
Its: Secretary and General Counsel

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**Table of Contents**

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 3.2            | Articles Supplementary to the Declaration of Trust classifying and designating the Registrant's 8.25% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest. |
| 4.1            | Form of 8.25% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest.   |