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WEINGARTEN REALTY INVESTORS /TX/

Form 8-K

February 24, 2004

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): February 23, 2004

WEINGARTEN REALTY INVESTORS  
(Exact name of Registrant as specified in its Charter)

|   |                          |  |
|---|--------------------------|--|
| Texas   | 1-9876                   | 74-1464203                                 |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission file number) | (I.R.S. Employer<br>Identification Number) |

2600 Citadel Plaza Drive, Suite 300, Houston, Texas 77008  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (713) 866-6000

Not applicable  
(Former name or former address, if changed since last report)

ITEM 7. EXHIBITS.

99.1 Press Release dated February 23, 2004.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

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The information under this caption is furnished by Weingarten Realty Investors (the "Company") in accordance with Securities Exchange Commission Release No. 33-8216. This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On February 23, 2004, the Company issued a press release describing its results of operations for the fourth quarter ended December 31, 2003. A copy of the press release is attached as Exhibit 99.1 to this report. In the earnings release, the Company used the non-GAAP financial measure of Funds from Operations ("FFO"). A reconciliation of FFO to the comparable GAAP financial measure (Net income) is contained in the attached earnings release. Disclosure regarding the definition of FFO used by the Company and why the Company's management believes the presentation of FFO provides useful information to investors is included in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2002.

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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.

Date: February 24, 2004

WEINGARTEN REALTY INVESTORS

By: /s/ Joe D. Shafer  
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Joe D. Shafer  
Vice President/Controller

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99.1 Press Release dated February 23, 2004.

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