

NATIONAL RETAIL PROPERTIES, INC.  
Form 8-A12B  
October 12, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A**

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

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**NATIONAL RETAIL PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**56-1431377**  
(IRS Employer  
Identification No.)

**450 South Orange Avenue**  
**Suite 900**

**Orlando, Florida**  
(Address of principal executive offices)

**32801**  
(Zip Code)

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

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**Title of each class**

**Name of each exchange on which**

**to be so registered**

Depository Shares, each representing 1/100th of a share of

**each class is to be registered**

New York Stock Exchange

7.375% Series C Cumulative Redeemable Preferred Stock, par value  
\$.01 per share

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: 333-132095 (if applicable).

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

N/A

(Title of Class)

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

The description of the Depositary Shares, each representing 1/100th of a share of 7.375% Series C Cumulative Redeemable Preferred Stock, par value \$.01 per share, of National Retail Properties, Inc. (the Registrant) to be registered hereby is included under the sections entitled

Description of Preferred Stock and Description of Depositary Shares in the prospectus dated February 28, 2006 included in the Registrant's Registration Statement on Form S-3 (No. 333-132095) (the Base Prospectus) and in the section entitled Description of Series C Preferred Stock and Depositary Shares in the prospectus supplement thereto dated October 5, 2006 that was filed by Registrant with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the Prospectus Supplement and, together with the Base Prospectus, the Prospectus), which Prospectus shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

The following exhibits are being incorporated by reference into this Form 8-A Registration Statement filed with the Securities and Exchange Commission:

- 3.1 First Amended and Restated Articles of Incorporation of the Registrant, as amended (filed as Exhibit 3.1 to the Current Report on Form 8-K dated May 1, 2006 and incorporated herein by reference).
- 3.2 Articles Supplementary Establishing and Fixing the Rights and Preferences of 7.375% Series C Cumulative Redeemable Preferred Stock, par value \$.01 per share, dated October 11, 2006.
- 3.3 Third Amended and Restated Bylaws of the Registrant, as amended (filed as Exhibit 3.2. to the Current Report on Form 8-K dated May 1, 2006 and incorporated herein by reference).
- 4.1 Form of Deposit Agreement, among the Registrant, American Stock Transfer & Trust Company, as Depositary, and the holders of depositary receipts.
- 4.2 Specimen certificate representing the Common Stock, par value \$.01 per share, of the Registrant (filed as Exhibit 3.4 to the Registrant's Registration Statement No. 1-11290 on Form 8-B and incorporated herein by reference).
- 4.3 Specimen certificate representing the 9% Series A Non-Voting Preferred Stock, par value \$.01 per share, of the Registrant (filed as Exhibit 4 to the Registrant's Registration Statement No. 1-11290 on Form 8-A and incorporated herein by reference).
- 4.4 Specimen certificate representing the 7.375% Series C Cumulative Redeemable Preferred Stock, par value \$.01 per share, of the Registrant.
- 4.5 Specimen receipt representing the Depositary Shares, each representing 1/100<sup>th</sup> of a share of 7.375% Series C Cumulative Redeemable Preferred Stock, par value \$.01 per share, of the Registrant (included as part of Exhibit 4.1 above).

**SIGNATURES**

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.

NATIONAL RETAIL PROPERTIES, INC.

By: /s/ Kevin B. Habicht  
Name: Kevin B. Habicht  
Title: Executive Vice President and  
Chief Financial Officer

Dated: October 11, 2006

EXHIBIT INDEX

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