

SHEEY VINCENT A

Form 4

December 20, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHEEY VINCENT A

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 DRIVE
(Street)

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

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

MCLEAN, VA 22102

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Shares of Beneficial Interest	12/16/2005		M	40,000 (1)	A \$ 38.75 0	D	
Common Shares of Beneficial Interest	12/16/2005		U(2)	40,000 (3)	D \$ 38.75 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options for Common Shares of Beneficial Interest	<u>(1)</u>	12/16/2005		M	40,000	<u>(1)</u> <u>(1)</u>	Common Shares of Beneficial Interest 40,000
Partnership Units	<u>(4)</u>	12/16/2005		U	25,984	<u>(4)</u> <u>(4)</u>	Common Shares of Beneficial Interest 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEEY VINCENT A 8270 GREENSBORO DRIVE MCLEAN, VA 22102			Trustee	

Signatures

/s/ Catherine Potter POA for Vincent A. Sheehy 12/19/2005

__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).

(1) These options have vested and expired because of a change of control transaction as required by the Trustee Formula Option stipulated in the Capital Automotive Group Second Amended and Restated 1998 Equity Incentive Plan. These options had a variety of exercise prices as shown below: 15,000 Exercise Price of \$18.688 10,000 Exercise Price of \$11.594 5,000 Exercise Price of \$22.98 5,000 Exercise Price of \$33.86 5,000 Exercise Price of \$33.40 with an average of exercise price of \$21.1865

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- (2) These shares were disposed of pursuant to a change of control transaction, the consummation of the merger between Capital Automotive REIT and affiliated entities of DRA Advisors, LLC.
- (3) This total amount of common shares includes the 40,000 option shares referenced above that vested upon the change of control transaction.
- (4) These limited partnership units of Capital Automotive L.P. are being disposed of pursuant to a 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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