

NATIONAL RETAIL PROPERTIES, INC.

Form 8-K

December 14, 2007

**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): December 13, 2007  
NATIONAL RETAIL PROPERTIES, INC.  
(Exact name of registrant as specified in its charter)**

**Maryland**

**1-11290**

**56-1431377**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**450 South Orange Avenue  
Suite 900  
Orlando, Florida**

**32801**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

**(407) 265-7348**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 13, 2007, the Board of Directors of National Retail Properties, Inc. (the Company) adopted technical amendments to the Company's Third Amended and Restated Bylaws to expressly authorize the issuance of uncertificated shares of capital stock. The Board of Directors adopted these amendments to comply with the New York Stock Exchange requirement that listed companies' securities be eligible for participation in the Direct Registration System by January 1, 2008.

The full text of the amendments to the Third Amended and Restated Bylaws is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Second Amendment to the Third Amended and Restated Bylaws of National Retail Properties, Inc.

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**SIGNATURES**

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.

NATIONAL RETAIL  
PROPERTIES, INC.

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

Dated: December 14, 2007

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EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | Second Amendment to the Third Amended and Restated Bylaws of National Retail Properties, Inc. |