Edgar Filing: CAPITAL AUTOMOTIVE REIT - Form 4

CAPITAL A Form 4 October 27, 2	UTOMOTIVE F 2005	REIT	U									
FORM											PPROV	AL
	UNITED	STATES		RITIES . shingtor				NGE	COMMISSIO	N OMB Number:	3235	-0287
Check th if no long subject to Section 1 Form 4 o	ser STATEN	STATEMENT OF CHANGES IN B						L O V	WNERSHIP OF	Estimated burden hou	Expires: January 31 2005 Estimated average burden hours per response 0.5	
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ection 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940							·				
(Print or Type I	Responses)											
1. Name and Address of Reporting Person <u>*</u> KAY DAVID B			2. Issuer Name and Ticker or Trading Symbol CAPITAL AUTOMOTIVE REIT					-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			[CARS]					(Chi	еск ан аррисаы	e)	
(Last) (First) (Middle) 8270 GREENSBORO DR.			3. Date of Earliest Transaction (Month/Day/Year) 10/25/2005						Director 10% Owner Officer (give titleX Other (specify below) Trustee			
(Street)			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			
MCLEAN,	VA 22102								Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Deri	ivative	Securi	ties A	cquired, Disposed	of, or Beneficia	lly Owne	ed
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution E any	Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or)	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 Indirect Benefici Ownersh (Instr. 4)	al hip		
Damindar: Dan	oort on a separate line	for each cla	ss of sea	Code V			(D) l					
Kenninder, Kep		for each cla	53 01 SEC	artics belle		Perso inforn requir	ns when nation red to r ays a c	o res cont respo	pond to the colle ained in this forn and unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Expiration Date	Underlying Securities	Derivat
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(N	Month/Day/Year)	(Instr.	8)	 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 				(Instr. 5		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares (1)	(2)	10/25/2005		А		422		(3)	(3)	Common Shares of Beneficial Interest	422	\$ 38.

Reporting Owners

Reporting Owner Name / Address	Relationships							
F8	Director	10% Owner	Officer	Other				
KAY DAVID B 8270 GREENSBORO DR. MCLEAN, VA 22102				Trustee				
Signatures								
/s/ Catherine Potter POA for Da B. Kay	avid	10/2	27/2005					

<u>**</u>Signature of Reporting Person

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).

Date

Pursuant to the Company's Deferred Compensation and Stock Plan for Trustees, and the Deferred Fee Agreement dated December 15, 2003 executed by the Reporting Person, the Reporting Person has elected to defer receipt of his quarterly fee for attending Board and

- (1) Committee meetings, and receive shares that are valued by the quotient of the amount of Trustee fees accrued since the previous quarter, divided by the Fair Market Value of the Company's common shares calculated on the next business day following each regularly scheduled quarterly Board of Trustees meeting.
- (2) 1 for 1.
- (3) On the January 15th following the date of termination of service as a trustee, the Phantom Shares will be paid to the Reporting Person in the form of common shares or, at the option of the Company, cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.