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COMMERCIAL NET LEASE REALTY INC

Form 8-A12B

November 27, 2001

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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FORM 8-A

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

Commercial Net Lease Realty, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Maryland  
(State of Incorporation or Organization)

56-1431377  
(I.R.S. EMPLOYER  
Identification no.)

450 South Orange Avenue, Suite 900  
Orlando, Florida  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

32801  
(ZIP CODE)

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. [X]

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: 333-66428

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(If applicable)

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

TITLE OF EACH CLASS  
TO BE SO REGISTERED  
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NAME OF EACH EXCHANGE ON WHICH  
EACH CLASS IS TO BE REGISTERED  
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9% Series A Non-Voting Preferred Stock, par value \$.01 per share (liquidation preference \$25 per share)

New York Stock Exchange

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

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(Title of Class)

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(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

This Registration Statement relates to the registration under the Securities Exchange Act of 1934, as amended, of shares of 9% Series A Non-Voting Preferred Stock, par value \$.01 per share (liquidation preference \$25 per share) (the "Series A Preferred Stock"), of Commercial Net Lease Realty, Inc., a Maryland corporation (the "Registrant"). The description of the Series A Preferred Stock to be registered hereunder is set forth under the caption "Description of CNLR Stock - Preferred Stock" in the Registrant's Registration Statement on Form S-4 (File No. 333-66428), filed with the Commission on August 1, 2001, which description is incorporated herein by reference.

ITEM 2. EXHIBITS

The Registrant intends to list the Series A Preferred Stock on the New York Stock Exchange, on which other securities of the Registrant are listed. Accordingly, copies of the following exhibits will be included with the listing application submitted to The New York Stock Exchange, and are filed as exhibits to this Registration Statement:

1. First Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-64511)).
2. Bylaws (incorporated by reference to Exhibit 3.3(ii) to Amendment No. 2 to the Registrant's Registration Statement on Form 8-B (File No. 1-11290)).
3. Articles Supplementary relating to the Series A Preferred Stock (filed herewith).
4. Specimen Stock Certificate relating to the Series A Preferred Stock of the Registrant (filed herewith).

SIGNATURE

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.

COMMERCIAL NET LEASE REALTY, INC.

By: /s/ KEVIN B. HABICHT

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Name: Kevin B. Habicht

Title: Executive Vice President

November 26, 2001

EXHIBIT INDEX

| Exhibit<br>Number<br>----- | Description<br>-----   |
|----------------------------|--|
| 1.                         | First Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-64511)). |
| 2.                         | Bylaws (incorporated by reference to Exhibit 3.3(ii) to Amendment No. 2 to the Registrant's Registration Statement on Form 8-B (File No. 1-11290)).                          |
| 3.                         | Articles Supplementary relating to the Series A Preferred Stock (filed herewith).  |
| 4.                         | Specimen Stock Certificate relating to the Series A Preferred Stock of the Registrant (filed herewith).  |