

INVESTORS REAL ESTATE TRUST

Form 3

October 02, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SCOTT W DAVID  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 09/20/2006

3. Issuer Name and Ticker or Trading Symbol

INVESTORS REAL ESTATE TRUST [IRETS]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

C/O INVESTORS REAL ESTATE TRUST, 12 SOUTH MAIN STREET

(Street)

MINOT, ND 58701

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

No securities are beneficially owned

0

D

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
UPREIT Units <u>(1)</u>	Â <u>(1)</u>	Â <u>(2)</u>	Common shares of beneficial interest	1,250,202	\$ <u>(2)</u>	I	by Tetrad Corporation <u>(3)</u>
UPREIT Units <u>(1)</u>	Â <u>(1)</u>	Â <u>(2)</u>	Common shares of beneficial interest	1,052,167	\$ <u>(2)</u>	I	by Flagship Building, LLC <u>(3)</u>
UPREIT Units <u>(1)</u>	Â <u>(1)</u>	Â <u>(2)</u>	Common shares of beneficial interest	751,823	\$ <u>(2)</u>	I	by MR Inc. No.2 <u>(3)</u>
UPREIT Units <u>(1)</u>	Â <u>(1)</u>	Â <u>(2)</u>	Common shares of beneficial interest	371,233	\$ <u>(2)</u>	I	by MR No. 18, LLC <u>(3)</u>
UPREIT Units <u>(1)</u>	Â <u>(1)</u>	Â <u>(2)</u>	Common shares of beneficial interest	503,406	\$ <u>(2)</u>	I	by MR No. 14, LLC <u>(3)</u>
UPREIT Units <u>(1)</u>	Â <u>(1)</u>	Â <u>(2)</u>	Common shares of beneficial interest	188,117	\$ <u>(2)</u>	I	by MR No. 15, LLC <u>(3)</u>
UPREIT Units <u>(1)</u>	Â <u>(1)</u>	Â <u>(2)</u>	Common shares of beneficial interest	786,015	\$ <u>(2)</u>	I	by 13690 Riverport, LLC <u>(3)</u>
UPREIT Units <u>(1)</u>	Â <u>(1)</u>	Â <u>(2)</u>	Common shares of beneficial interest	496,275	\$ <u>(2)</u>	I	by 114 Timberlands, LLC <u>(3)</u>
UPREIT Units <u>(1)</u>	Â <u>(1)</u>	Â <u>(2)</u>	Common shares of beneficial interest	487,711	\$ <u>(2)</u>	I	by 108 Farnam, LLC <u>(3)</u>

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCOTT W DAVID  
C/O INVESTORS REAL ESTATE TRUST     X  
12 SOUTH MAIN STREET  
MINOT, ND 58701

## Signatures

Michelle Saari,  
Attorney-in-Fact                             10/02/2006

\_\_Signature of Reporting Person                             Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Limited partnership units in IRET Properties, a North Dakota limited partnership, of which the issuer is the general partner. The UPREIT Units are redeemable on the second anniversary of the date of their acquisition for an equal number of the issuer's common shares, or, at
- (1) the election of the issuer, cash based on the market value of an equal number of the issuer's common shares. The UPREIT Units were received in exchange for the indirect contribution to IRET Properties of certain real estate properties. The value of the UPREIT Units was \$9.50 per unit as of the acquisition date.
  - (2) UPREIT Units are convertible to common shares of the issuer on a one-for-one basis. UPREIT Units have no expiration date.
- The reporting person holds, directly or indirectly, an ownership interest in this entity. The reporting person disclaims beneficial ownership
- (3) of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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**Remarks:**  
ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.