

COMMERCIAL NET LEASE REALTY INC

Form 5

February 05, 2002

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| <p>FORM 5</p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p><input type="checkbox"/> Form 3 Holdings Reported</p> <p><input type="checkbox"/> Form 4 Transactions Reported</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> | <p>OMB APRIVAL</p> <p>OMB Number: 3235-0362</p> <p>Expires: December 31, 2001</p> <p>Estimated average burden hours per response. . . . 1.0</p> |
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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(f) of the Investment Company Act of 1940

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| <p>1. Name and Address of Reporting Person*</p> <p>Habicht, Kevin B. 450 South Orange Ave. Orlando, FL 32801</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Commercial Net Lease Realty, Inc. NNN</p> | <p>4. Statement for (Month/Year)</p> <p>December 2001</p> | <p>6. Relationship of Reporting Person to Issuer (Check all appropriate)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (Give title below)</p> <p><input type="checkbox"/> Other (Specify below)</p> <p>Executive Vice President, Chief Financial Officer Secretary/Treasurer</p> |
| <p>3. Social Security Number</p> <p>217-54-8240</p> | | <p>5. If Amendment, Date of Original (Month/Year)</p> | |

TABLE I - Non Derivative Securities Acquired, Disposed of or Beneficially Owned.

| 1. Title of Security (Instr.3) | 2. Transaction Date (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 at End of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------|--------------------------------------|--------------------------------|---|------------|-------|--|--|---|
| | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/25/01 | A | 54,000 | A | (1) | 124,124 | D | |
| | | | | | | | | |
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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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) | 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) | | 8. Price of Derivative Securities (Instr. 5) | 9. Number of Derivative Underlying Securities Beneficially Owned at End of Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--------------------------------------|--------------------------------|--|-----|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Options (Right to buy) | N/A | | | | | | | | | | 187,000 | | |

Explanation of Responses:

(1) Shares were acquired pursuant to the stock award under the Commercial Net Lease Realty, Inc. 2000 Performance Incentive Plan in a

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transaction under Rule 16b-3 Vesting begins in 2002 and is completed in 2006.

/s/Kevin B. Habicht
Signature of Reporting Person

February 5, 2002
Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).