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BNP RESIDENTIAL PROPERTIES INC

Form 8-K

February 20, 2004

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): February 18, 2004

BNP Residential Properties, Inc.
(Exact name of registrant as specified in its charter)

Maryland	1-9496	56-1574675
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(State of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

301 S. College Street, Suite 3850, Charlotte, NC 28202
(Address or principal executive offices, Zip Code)

Registrant's telephone number 704/944-0100

Total number of pages: 3

Item 5. Other Events and Regulation FD Disclosure

On February 18, 2004, BNP Residential Properties, Inc. issued a press release announcing that it has agreed to sell 1,175,519 shares of common stock at a price of \$11.75 per share to a number of institutional investors and mutual

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funds pursuant to a private placement. The transaction is expected to close on Friday, February 20, 2004.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

Exhibit 99.1	Press release, dated February 18, 2004, "BNP Announces Offering of Common Stock: Gross Proceeds to Company of \$13.8 Million"
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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.

BNP Residential Properties, Inc.
(Registrant)

February 20, 2004

by: /s/ Pamela B. Bruno

Pamela B. Bruno
Vice President, Controller and
Chief Accounting Officer