

KAY DAVID B

Form 4

December 19, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KAY DAVID B

2. Issuer Name **and** Ticker or Trading
Symbol
CAPITAL AUTOMOTIVE REIT
[CARS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
8270 GREENSBORO DR.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2005

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

MCLEAN, VA 22102

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
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares of Beneficial Interest	12/16/2005		M	15,000 (1) A	\$ 38.75 0	D	
Common Shares of Beneficial Interest	12/16/2005		M	693 (2) A	\$ 38.75 0	D	
Common Shares of Beneficial Interest	12/16/2005		U(3)	15,693 (4) D	\$ 38.75 0	D	

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (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. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Options for Common Shares of Beneficial Interest	\$ 33.9 <u>(1)</u>	12/16/2005		M		15,000		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	15,000
Phantom Shares	<u>(2)</u>	12/16/2005		M		693		<u>(2)</u>	<u>(2)</u>	Common Shares of Beneficial Interest	693

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KAY DAVID B 8270 GREENSBORO DR. MCLEAN, VA 22102	Trustee

Signatures

/s/ Catherine Potter POA for David
B. Kay 12/19/2005

 **Signature of Reporting Person Date

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).

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- (1) These options have vested and expired because of a change of control event as required by the Trustee Formula Option stipulated in the Capital Automotive Group Second Amended and Restated 1998 Equity Incentive Plan. These options had an exercise price of \$33.90.
These phantom shares that were earned under the Capital Automotive Deferred Compensation and Stock Plan for Trustees, as amended,
- (2) have vested because a change of control transaction has occurred. These Phantom Shares had a variety of purchase prices as shown below: 258--Purchase Price of \$39.80 4--Purchase Price \$35.24 422--Purchase Price of \$38.59 9--Purchase Price of \$38.44
- (3) These shares were disposed of pursuant to the consummation of the merger between Capital Automotive REIT and entities affiliated with DRA Advisors LLC.
- (4) This total amount of common shares includes the options and phantom shares referenced above, 15,000 and 693 respectively, that vested upon the change of control transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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