

NATIONAL RETAIL PROPERTIES, INC.  
Form 8-K  
January 31, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: January 31, 2007

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**NATIONAL RETAIL PROPERTIES, INC.**

*(exact name of registrant as specified in its charter)*

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**Maryland**  
*(State or other jurisdiction of*

**001-11290**  
*(Commission File Number)*

**56-1431377**  
*(I.R.S. Employment*

*incorporation or organization)*

*Identification No.)*

**450 South Orange Avenue, Suite 900, Orlando, Florida 32801**

*(Address of principal executive offices, including zip code)*

**(407) 265-7348**

*(Registrant's telephone number, including area code)*

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On January 31, 2007, National Retail Properties, Inc. issued a press release announcing its results of operations and financial condition for the quarter and year ended December 31, 2006. The press release is attached hereto as Exhibit 99.1.

The information in this Form 8-K is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of such section, nor shall such information be deemed to be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release, dated January 31, 2007, of National Retail Properties, Inc.

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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.

**National Retail Properties, Inc.**

Dated: January 31, 2007

By: /s/ Kevin B. Habicht  
Kevin B. Habicht  
Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>                                                         |
|--------------------|----------------------------------------------------------------------------|
| 99.1               | Press Release, dated January 31, 2007, of National Retail Properties, Inc. |