

SIZELER PROPERTY INVESTORS INC
Form 8-K
March 23, 2005

**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): 03/22/2005

SIZELER PROPERTY INVESTORS INC
(Exact Name of Registrant as Specified in its Charter)

Commission File Number: 1-09349

MD
(State or Other Jurisdiction of
Incorporation or Organization)

72-1082589
(I.R.S. Employer
Identification No.)

2542 Williams Blvd., Kenner, LA 70062
(Address of Principal Executive Offices, Including Zip Code)

504-471-6271
(Registrant's Telephone Number, Including Area Code)

(Former name or former address, if changed since last report)

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:

- 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(17CFR240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act(17CFR240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR240.13e-4(c))
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Items to be Included in this Report

Item 8.01. Other Events

On March 22, 2005, Sizeler Property Investors, Inc. issued a press release announcing that one day after Sizeler filed a motion to dismiss the belated attempt by First Union Real Estate Equity & Mortgage Investments to block Sizeler's successfully completed sale of 2.6 million Sizeler common shares, Sizeler received written notice from attorneys representing First Union that First Union is withdrawing its state court lawsuit.

A copy of Sizeler's press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Proxy Solicitation

Sizeler and its directors and certain of its executive officers and other persons may be deemed to be participants in the solicitation of proxies for the 2005 Annual Meeting of Stockholders. Stockholders of Sizeler are advised to read, when available, Sizeler's Preliminary Proxy Statement and Definitive Proxy Statement in connection with Sizeler's solicitation of proxies for the 2005 Annual Meeting because these statements will contain important information. Stockholders of Sizeler and other interested parties may obtain free of charge, when available, copies of the Preliminary Proxy Statement and Definitive Proxy Statement and any other documents filed by Sizeler with the SEC, at the SEC's internet website www.sec.gov and also on Sizeler's internet website www.sizeler.net. When available, the Preliminary Proxy Statement and the Definitive Proxy Statement also may be obtained free of charge by contacting Morrow & Co., Inc. who is assisting Sizeler in the solicitation of proxies at (800) 654-2468 or (212) 754-8000 (collect).

Item 9.01. Financial Statements and Exhibits

The following are filed as exhibits to this Current Report on Form 8-K:

99.1 Press release of Sizeler Property Investors, Inc. dated March 22, 2005.

Signature(s)

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.

SIZELER PROPERTY INVESTORS INC

Date: March 22, 2005.

By: /s/ Thomas A. Masilla, Jr.

Thomas A. Masilla, Jr.
President and Chief Operating Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Press release of Sizeler Property Investors, Inc. dated March 22, 2005