

SIZELER PROPERTY INVESTORS INC  
 Form 4  
 May 11, 2006

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MASILLA THOMAS A JR**

2. Issuer Name and Ticker or Trading Symbol  
**SIZELER PROPERTY INVESTORS INC [SIZ]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**2542 WILLIAMS BOULEVARD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/09/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President**

**KENNER, LA 70062**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$0.0001 par value	05/09/2006		M		30,000 <sup>(1)</sup> A \$ 8.63 70,554 <sup>(3)</sup>	D	
Common Stock, \$0.0001 par value	05/09/2006		M		5,999 <sup>(2)</sup> A \$ 8 76,553 <sup>(3)</sup>	D	
Common Stock, \$0.0001 par value	05/09/2006		F		18,260 <sup>(1)</sup> D \$ 14.17 58,293 <sup>(3)</sup>	D	

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Common Stock, \$0.0001 par value	05/09/2006	F	<u>2,337</u> (1)	D	\$ 14.17	55,956 (3)	D	
Common Stock, \$0.0001 par value	05/09/2006	S	<u>2,639</u> (1)	D	\$ 14.17	55,317 (3)	D	
Common Stock, \$0.0001 par value	05/09/2006	F	<u>3,387</u> (2)	D	\$ 14.17	49,930 (3)	D	
Common Stock, \$0.0001 par value	05/09/2006	S	731 (2)	D	\$ 14.17	49,199 (3)	D	
Common Stock, \$0.0001 par value						20,621	I	By Deferred Compensation Trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (right to buy)	\$ 8.63	05/09/2006		M	30,000	05/10/1997	05/09/2006	Common Stock	30,000
Stock Options (right to	\$ 8	05/09/2006		M	5,999	02/03/2000	02/02/2010	Common Stock	5,999

