

WEINGARTEN REALTY INVESTORS /TX/  
Form 424B7  
July 30, 2007

Filed Pursuant to Rule 424(b)(7)  
Registration No. 333-138336

**PROSPECTUS SUPPLEMENT NO. 5**

**(To Prospectus Dated November 20, 2006)**

\$575,000,000

(aggregate principal amount)

## **Weingarten Realty Investors**

**3.95% Convertible Senior Notes due 2026 and**

**the Common Shares Issuable Upon Conversion of the Notes**

This prospectus supplement no. 5 supplements our prospectus dated November 20, 2006, as supplemented by prospectus supplement number 1 dated February 5, 2007, prospectus supplement number 2 dated March 2, 2007, prospectus supplement number 3 dated March 30, 2007, and prospectus supplement number 4 dated May 11, 2007 relating to the resale from time to time by selling securityholders of up to \$575,000,000 aggregate principal amount of our 3.95% Convertible Senior Notes due 2026 and the common stock issuable upon conversion of the notes. The prospectus dated November 20, 2006, as supplemented by the prospectus supplements dated February 5, 2007, March 2, 2007, March 30, 2007, and May 11, 2007 is referred to herein as the prospectus. This prospectus supplement should be read in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information provided by this prospectus supplement supersedes the information contained in the prospectus.

**Investing in the notes and our common shares issuable upon conversion of the notes involves risks. See Risk Factors beginning on page 6 of the prospectus, as well as the risk factors relating to our business that are incorporated by reference in this prospectus from our Annual Report on Form 10-K for the year ended December 31, 2006.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities discussed in the prospectus or this prospectus supplement, nor have they determined whether the prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is July 30, 2007

The information in the table appearing under the caption "Selling Securityholders" commencing on page 63 of the prospectus is supplemented and amended by adding the information below with respect to selling securityholders not previously listed in the prospectus, and by superseding the information with respect to selling securityholders listed below as of or prior to the date of this prospectus supplement.

Name	Principal Amount of Notes Beneficially Owned That May Be Sold	Percentage of Notes Outstanding	Number of Common Shares That May Be Sold (1)	Percentage of Common Shares Outstanding (2)
Empyrean Capital Fund, LP	\$ 3,588,000	*	73,112.68	*
Empyrean Capital Overseas Fund, Ltd.	7,412,000	1.3%	151,034.32	*
Merced Partners Limited Partnership	2,100,000	*	42,791.70	*
Tamarack International Ltd.	900,000	*	18,339.30	*

\* Less than 1%.

- (1) Assumes conversion of all of the holder's notes at an initial conversion rate of 20.3770 of our common shares for each \$1,000 principal amount of notes. However, this conversion rate is subject to adjustment as described under "Description of Notes - Conversion Rate Adjustments." As a result, the amount of common shares issuable upon conversion of the notes may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act using 86,450,425 common shares outstanding as of July 24, 2007. In calculating this amount, we treated as outstanding the number of common shares issuable upon conversion of all of that particular holder's notes. However, we did not assume the conversion of any other holder's notes.