

BNP RESIDENTIAL PROPERTIES INC
 Form 4
 March 23, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILKERSON D SCOTT

2. Issuer Name and Ticker or Trading Symbol
BNP RESIDENTIAL PROPERTIES INC [BNP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 301 S. COLLEGE STREET, SUITE 3850

3. Date of Earliest Transaction (Month/Day/Year)
 03/21/2005

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

(Street)
 CHARLOTTE, NC 28202

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, \$0.01 par value	03/21/2005		M		50,000	A	\$ 12.25
Common Stock, \$0.01 par value	03/21/2005		S		4,700	D	\$ 16.05
Common Stock, \$0.01 par	03/21/2005		S		5,000	D	\$ 16

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value

Common Stock, \$0.01 par value	03/21/2005	S	200	D	\$ 16.01	83,443	D
Common Stock, \$0.01 par value	03/21/2005	S	200	D	\$ 16	83,243	D
Common Stock, \$0.01 par value	03/21/2005	S	1,900	D	\$ 16	81,343	D
Common Stock, \$0.01 par value	03/21/2005	S	1,500	D	\$ 16	79,843	D
Common Stock, \$0.01 par value	03/22/2005	S	18,000	D	\$ 16	61,843	D
Common Stock, \$0.01 par value	03/22/2005	S	18,500	D	\$ 16	43,343	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 12.25	03/21/2005		M	50,000	04/30/1997	04/30/2007		50,000

Employee
 Stock
 Option

Common
 Stock,
 \$0.01 par
 value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILKERSON D SCOTT 301 S. COLLEGE STREET SUITE 3850 CHARLOTTE, NC 28202	X		President and CEO	

Signatures

D. Scott
 Wilkerson
 03/22/2005
 **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).
- 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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