

CENTERPOINT PROPERTIES TRUST  
Form 8-K  
December 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): **December 21, 2005**

**CENTERPOINT PROPERTIES TRUST**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**1-12630**  
(Commission File Number)

**36-3910279**  
(I.R.S. Employer  
Identification No.)

**1808 Swift Road, Oak Brook, Illinois 60523**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(630) 586-8000**

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement**

On December 21, 2005, the Board of Trustees of the Company approved the payment of fees to the members of the Committee of Independent Trustees (the Committee) that was formed for the purpose of considering the acquisition of the Company by CalEast Industrial Investors, LLC. The Board of Trustees approved fees of \$5,000 per meeting for Martin Barber, the chairman of the Committee, and fees of \$3,500 per meeting for Nicholas C. Babson, Norman R. Bobins, Alan D. Feld, Thomas E. Robinson and John C. Staley, the other members of the Committee.

**SIGNATURES**

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.

**CENTERPOINT PROPERTIES TRUST**  
a Maryland business trust

Dated: December 22, 2005

By: */s/ Daniel J. Hemmer*  
Daniel J. Hemmer  
Secretary