

CENTERPOINT PROPERTIES TRUST
Form 15-15D
May 15, 2006

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number **333-113572**

CenterPoint Properties Trust

(Exact name of registrant as specified in its charter)

1808 Swift Drive

Oakbrook, Illinois 60523

(630) 586-8000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

5.25% Medium-Term Notes due 2011

Series D Flexible Cumulative Redeemable Preferred Shares

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input type="radio"/>	Rule 12h-3(b)(1)(i)	<input type="radio"/>
Rule 12g-4(a)(1)(ii)	<input type="radio"/>	Rule 12h-3(b)(1)(ii)	<input type="radio"/>
Rule 12g-4(a)(2)(i)	<input type="radio"/>	Rule 12h-3(b)(2)(i)	<input type="radio"/>
Rule 12g-4(a)(2)(ii)	<input type="radio"/>	Rule 12h-3(b)(2)(ii)	<input type="radio"/>
		Rule 15d-6	<input type="radio"/>

Approximate number of holders of record as of the certification or notice date:

Less than 25 holders of the debt securities listed above.

Less than 100 holders of Series D Cumulative Redeemable Preferred.

Pursuant to the requirements of the Securities Exchange Act of 1934 (*Name of registrant as specified in charter*) has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: **May 15, 2006**

By: **/s/ Daniel Hemmer**
Name: Daniel Hemmer

Title: General Counsel

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

SEC 2069 (12-04)

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.