
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):

October 20, 2011

Hines Real Estate Investment Trust, Inc.

(Exact name of registrant as specified in its charter)

Maryland

000-50805

20-0138854

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

2800 Post Oak Blvd, Suite 5000, Houston,
Texas

77056-6118

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(888) 220-6121

Not Applicable

Former name or former address, if changed since last report

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:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.***Second Quarter Presentation***

Hines Real Estate Investment Trust, Inc. (“Hines REIT”) is making a presentation available to stockholders by furnishing the presentation as Exhibit 99.1 to this Current Report on Form 8-K. The information in this Item 7.01 of this Current Report on Form 8-K, including the exhibit hereto, is furnished pursuant to Item 7.01 and shall not be deemed “filed” for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of Section 18. The information in this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, regardless of any general incorporation language in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits-

99.1 Second Quarter Presentation

Statements in this Current Report on Form 8-K, including intentions, beliefs, expectations or projections relating to items such as the timing of payment of distributions are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Such statements are based on current expectations and assumptions with respect to, among other things, future economic, competitive and market conditions and future business decisions that may prove incorrect or inaccurate. Important factors that could cause actual results to differ materially from those in the forward looking statements include the risks described in the “Risk Factors” section of Hines REIT’s Annual Report on Form 10-K for the year ended December 31, 2010 and its other filings with the Securities and Exchange Commission.

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.

Hines Real Estate Investment Trust, Inc.

October 20 2011

By: /s/ Ryan T. Sims

Name: Ryan T. Sims

Title: Chief Accounting Officer

Exhibit Index

Exhibit No.	Description
99.1	Second Quarter Presentation

Hines REIT Update

As of June 30, 2011



Hines

Hines Real Estate Investment Trust, Inc. (Hines REIT) is closed to new investors.

Hines Real Estate Investments, Inc., Member FINRA/SIPC, is the Dealer Manager. 8/11

Hines REIT Portfolio Summary

as of June 30, 2011

Total Assets:

- 58 properties; \$3.5 billion¹

Total Square Feet:

- Over 28 million

Portfolio Occupancy:

- 89%; 4% above the national average

Total Distributions Since Inception:

- \$539.7 million

Current Loan-to-Value Ratio:

- 55%

Current Annualized Distribution Rate:

- 5.0%² (30% of the distribution represents a return of invested shareholder capital)

¹ Owned directly or indirectly based on estimated aggregate value.

² Based on \$10.08 share price; assumes consistent distribution rate for 12-month period. Hines REIT declared distributions through the month of October 2011. The distribution, in an amount equal to \$0.00138082 per share, per day will be paid in January 2012 in cash or reinvested in stock for those participating in Hines REIT's dividend reinvestment plan. Of the amount described above, \$0.00041425 of the per share, per day dividend will be designated by the Company as a special distribution which will be a return of a portion of the shareholders' invested capital and, as such, will reduce their remaining investment in the Company. The special distribution represents a portion of the profits from sales of investment property. The above designations of a portion of the distribution as a special distribution will not impact the tax treatment of the distributions to our shareholders.

Hines REIT Portfolio

as of June 30, 2011

Proactive Leasing Highlights



Denver, CO – Industrial Portfolio

- Comcast (CMCAS, CMCSK), provider of entertainment, information and communications products and services
 - Executed 35,000 Square Feet (SF) lease through 2021 at 345 Inverness
- GolfTech, focus on golf improvement
 - Renewal of 13,000 SF through 2016 at Arapahoe II



Houston, TX – Williams Tower

- Williams Companies, an integrated natural gas company that produces, gathers, processes and transports natural gas
 - Executed 60,000 SF expansion through 2018
- Ryan and Co, a national tax audit defense and recovery service firm
 - Renewal of 32,000 SF through 2019
- Rowan Co., an international provider of contact drilling services
 - Executed 10,000 SF expansion through 2020



Seattle, WA – 5th and Bell

- Notkin Engineering, a mechanical engineering firm
 - Renewal of 15,000 SF for 10 years

Hines REIT Portfolio

as of June 30, 2011

Proactive Leasing Highlights



Charlotte, NC – Charlotte Plaza

- Capgemini, provider of consulting, technology and outsourcing services
 - Executed 24,000 SF lease through 2016



Houston, TX – Two Shell Plaza

- Dune Energy, an independent exploration and development company
 - Renewal of 15,000 SF through 2016



New York, NY – 499 Park Avenue

- Quadrant Capital Advisors, a national investment advisory firm
 - Renewal of 11,000 SF through 2022

Hines

Hines REIT Strategic Dispositions



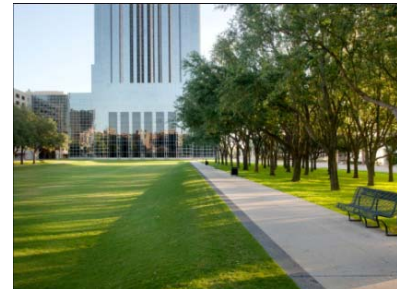
Brazilian Industrial Parks Araucaria, Elouveira and Vinhedo

- Acquired: December 2008 for \$115 million
- Sold: January 2010 and April 2010 for \$141 million
- Hines REIT's effective ownership percentage at date of sale: 100%



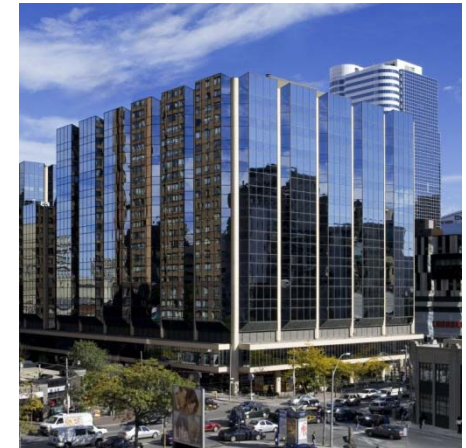
600 Lexington, New York, NY

- Acquired: February 2004 for \$92 million
- Sold: May 2010 for \$193 million
- Hines REIT's effective ownership percentage at date of sale: 11.67%



Houston, TX – Land Parcel Adjacent to Williams Tower

- Acquired: May 2008
- Sold: September 2010 generating net proceeds of \$12 million
- Hines REIT's effective ownership percentage at date of sale: 100%

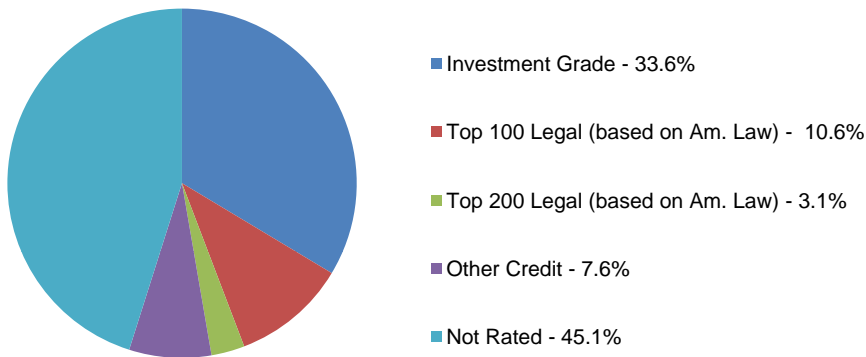


Atrium on Bay, Toronto, ON, Canada

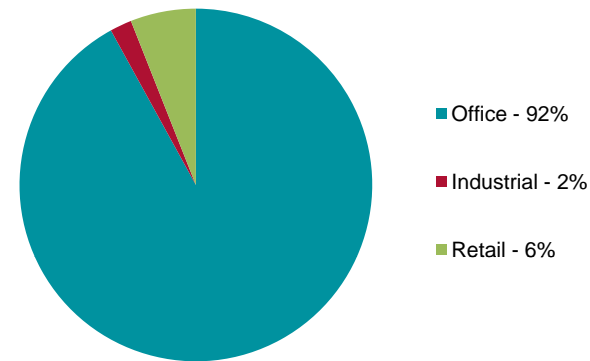
- Acquired: February 2007 for \$215 million USD
- Sold: June 2011 for \$353 million USD
- Hines REIT's effective ownership percentage at date of sale: 100%

Portfolio Diversification

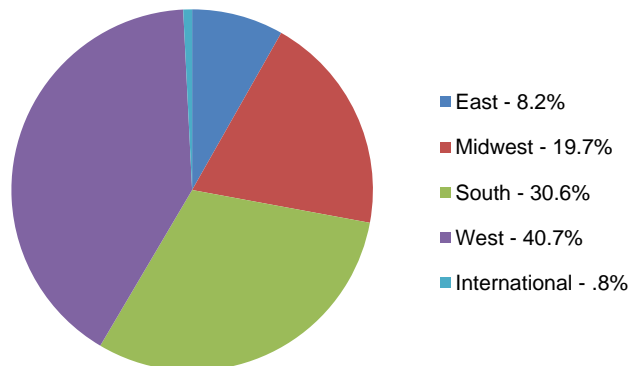
Tenant Credit Quality^{1, 2}
% of Total Portfolio



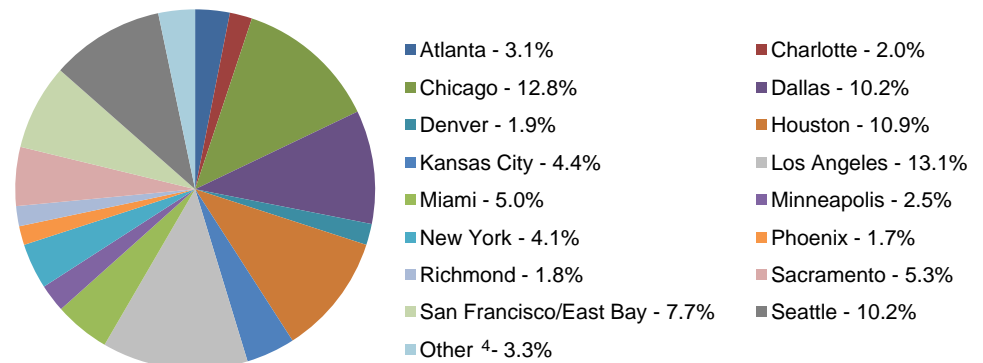
Asset Class Mix^{1, 3}
% of Total Portfolio



Regional Mix^{1, 3}
% of Total Portfolio



City Mix^{1, 3}
% of Total Portfolio



¹ Data as of June 30, 2011 and based on Hines REIT's pro rata ownership.

² Based on square footage

³ Based on estimated aggregate value

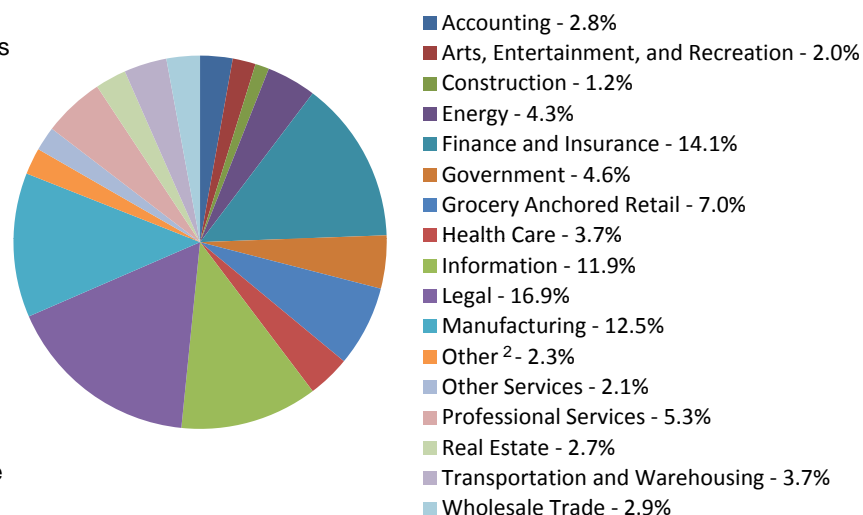
⁴ Represents all of the cities that comprise less than 1% of the total portfolio.

Tenant Diversification

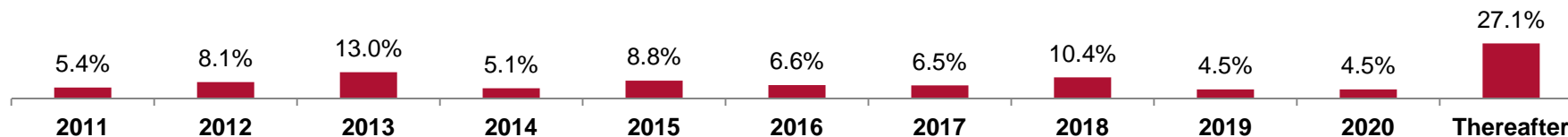
Top 10 Tenants¹

1. Shook, Hardy & Bacon LLP.....2555 Grand
International Law Firm
2. Raytheon CompanyRaytheon/DIRECTV Buildings
Defense Aerospace Systems Company
3. State of California1515 S. Street
State Government
4. Microsoft Corporation.....Daytona-Laguna Portfolio
Public Multinational Software Corporation
5. Williams Companies.....Williams Tower
Integrated Natural Gas Company
6. Honeywell International.....Daytona-Laguna Portfolio
Engineering Services Conglomerate
345 Inverness Drive
7. Oracle.....2100 Powell
Multinational Computer Technology Company
8. Kay Chemical.....4050 & 4055 Corporate Drive
Private Specialty Cleaning Company
9. Norwegian Cruise Lines.....Airport Corporate Center
Cruise Line
10. American Bar Association.....321 North Clark
*Largest Voluntary Professional
Association in the World*

Tenant Industry Diversification¹



% of Total Leasable Square Feet Expiring in Portfolio¹

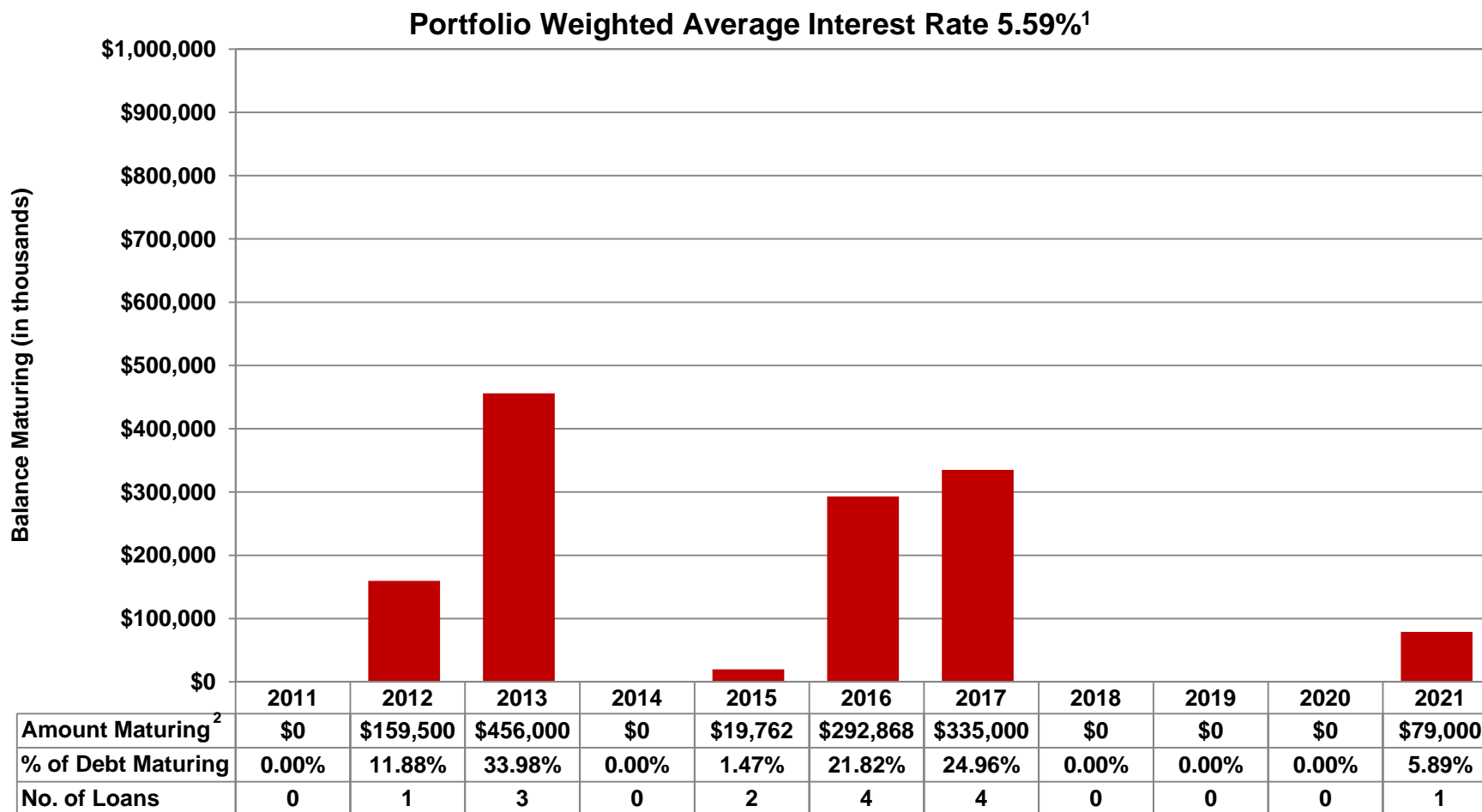


¹ Data is based on Hines REIT's effective ownership in each property based on leased square feet.

² Represents all of the tenant industry mix categories that comprise less than 1% of the portfolio.

Hines REIT Debt Maturity Chart

(as of June 30, 2011)

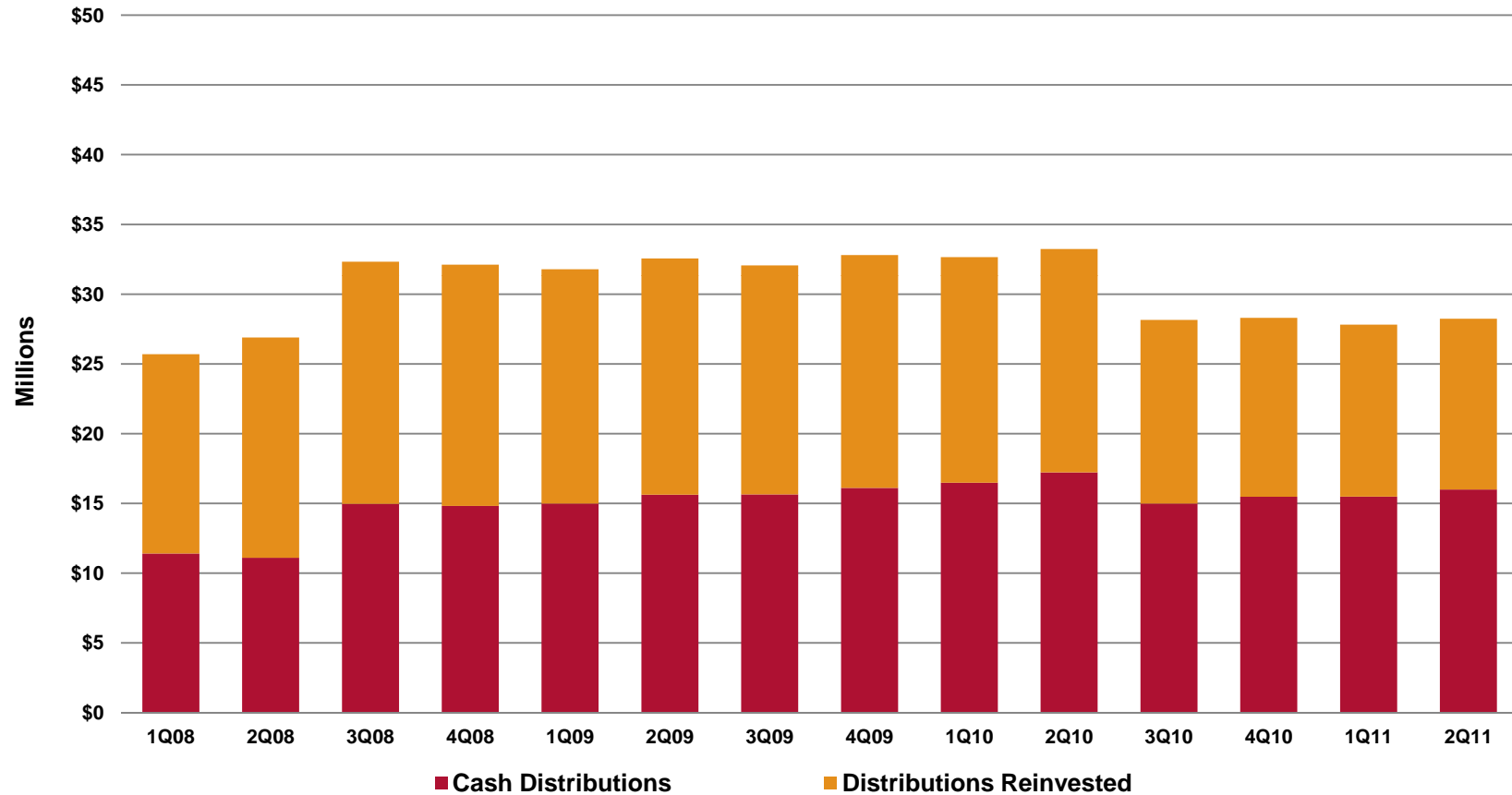


¹Represents the weighted average rate of the interest on the outstanding loan balance.

²Amounts have been rounded to thousands for purposes of this presentation.

Hines

Distribution History



We funded our cash distributions with cash flows from operating activities, distributions received from our unconsolidated investments, proceeds from the sales of our real estate investments and cash generated during prior periods.

Hines REIT Exit Strategy

- Overall goal is to maximize returns to investors
- Exit strategy may include the targeted sale of individual or groups of assets
- May also consider a sale, merger or listing on a national exchange
- Will continue to identify opportunities for strategic asset sales

Current Priorities & Focus

- Alignment of interests
 - Hines has approximately \$100 million invested in Hines REIT
 - Hines waived 1/3 of its cash asset management fees from July 2011 through December 2012 to enhance the Company's cash flows
 - Total fee waiver is projected to be over \$7.5 million
- Our near-term priorities consist of:
 - Leasing of existing assets in our portfolio
 - Strategic asset sales
 - Managing liquidity and maximizing distributions to shareholders

Current Priorities & Focus

- Our long-term priorities consist of:
 - Evaluating potential exit strategies
 - Managing our debt maturities
- These priorities are designed to assist us in maximizing shareholder returns over the long term and returning shareholder capital

Thank You



Hines

Hines Real Estate Investment Trust, Inc. (Hines REIT) is closed to new investors.