

---

---

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):

August 8, 2012

Hines Real Estate Investment Trust, Inc.

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Maryland

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

000-50805

\_\_\_\_\_  
(Commission  
File Number)

20-0138854

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

2800 Post Oak Blvd, Suite 5000, Houston, Texas

\_\_\_\_\_  
(Address of principal executive offices)

77056-6118

\_\_\_\_\_  
(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.**

On August 8, 2012, Hines Interests Limited Partnership ("Hines") the sponsor of Hines Real Estate Investment Trust, Inc. ("Hines REIT") issued a press release to announce that Hines REIT has engaged the Houston office of Jones Lang LaSalle to bring Williams Tower to the market for sale. A copy of such press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein are deemed to have been furnished and shall not be deemed to be "filed" under the Securities Exchange Act of 1934, as amended.

Statements in this Current Report on Form 8-K, including intentions, beliefs, expectations or projections relating to items such as improving economic fundamentals 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 to be 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, 2011 and its other filings with the Securities and Exchange Commission.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits-

99.1 Press Release of Hines Interests Limited Partnership, dated August 8, 2012

---

## 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.

August 8, 2012

By: /s/ J. Shea Morgenroth

Name: J. Shea Morgenroth

Title: Chief Accounting Officer and Treasurer

---

## Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1*	Press Release of Hines Interests Limited Partnership, dated August 8, 2012

\* Filed herewith

# News Release

For Immediate Release  
August 8, 2012

For Further Information, Contact:  
George Lancaster, Hines  
713/966-7676  
George.lancaster@hines.com

## **HINES REIT TO SELL ICONIC WILLIAMS TOWER**

(HOUSTON) – Hines, the international real estate firm, announced today that Hines Real Estate Investment Trust, Inc. (Hines REIT) has engaged the Houston office of Jones Lang LaSalle (JLL) to bring the iconic Williams Tower to the market for sale. Originally developed by Hines in 1983 as the tallest skyscraper in the world outside of a CBD at the time of its construction, the tower was acquired by Hines REIT in 2008. The 64-story, 1.4 million-square-foot tower is more than 95 percent leased to tenants including: Williams, Hines, Rowan Companies, Quanta Services and Cadence Bancorp.

“Williams Tower is a special asset to Hines REIT and Hines,” said Charles Hazen, CEO of Hines REIT. “Not only is it one of the REIT’s most significant investments, it is also the global headquarters for Hines, and we wanted to choose the right firm to help us market the asset. We believe that the time is right to sell this asset and generate returns for our investors, and we selected Jones Lang LaSalle because of its outstanding reputation and access to major investors around the world, who we believe will be attracted to this world-class property. JLL’s global capital markets team will include leaders from Houston, the U.S. and international markets.”

Designed by renowned architects Philip Johnson and John Burgee, the tower’s familiar silhouette on the Houston sky recalls the art deco style. Clad in silver gray reflective glass and anodized aluminum, the sleek tower is accented by columns of bay windows of non-reflective glass and podium setbacks on two lower floors and four higher levels.

### Among the tower's distinctions

- At 909 feet, it is one of the tallest buildings in the world outside of a CBD
- A 7,000-watt, revolving beacon atop the building can be seen for miles around, creating a virtual urban lighthouse
- The tower itself has been photographed and featured in publications all over the world
- The tower is connected by skywalk to the world-famous Galleria, Houston’s popular shopping and tourist destination

Hines REIT is a Houston-based public real estate investment trust sponsored by Hines. Hines REIT currently owns interests in 57 commercial properties, which contain 26.8 million square feet of leasable space. For additional information about Hines REIT, please see [www.hinessecurities.com/hines-reit](http://www.hinessecurities.com/hines-reit).

Hines is a privately owned real estate firm involved in real estate investment, development and property management worldwide. The firm’s historical and current portfolio of projects that are underway, completed, acquired and managed for third parties includes 1,192 properties representing more than 482 million square feet of office, residential, mixed-use, industrial, hotel, medical and sports facilities, as well as large, master-planned communities and land developments. With offices in 110 cities in 18 countries, and controlled assets valued at approximately \$22.9 billion, Hines is one of the largest real estate organizations in the world. Hines is also a world leader in sustainable real estate strategies, with extensive experience in LEED, ENERGY STAR®, BREEAM, Haute Qualité Environnementale and DGNB green building rating systems. Visit [www.hines.com](http://www.hines.com) for more information.

This material contains forward-looking statements (such as those concerning the sale of Williams Tower) that are based on Hines REIT’s current expectations, plans, estimates, assumptions and beliefs that involve numerous risks and uncertainties, including, without limitation risks associated with the performance of Hines REIT’s investments and those risks set forth in the “Risk Factors” section of Hines REIT’s Annual Report on Form 10-K for the year ended December 31, 2011. Any of these statements could prove to be inaccurate, and actual events or our investments and results of operations could differ materially from those expressed or implied. To the extent that Hines REIT’s assumptions differ from actual results, Hines REIT’s ability to meet such forward-looking statements, including its ability complete the sale of Williams Tower, may be significantly hindered. You are cautioned not to place undue reliance on any forward-looking statements.

---