

BNP RESIDENTIAL PROPERTIES INC
 Form 4
 March 23, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 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 |

Edgar Filing: BNP RESIDENTIAL PROPERTIES INC - Form 4

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.

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.

SEC 1474 (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.
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.