

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **1999-03-26** | Period of Report: **1998-12-31**
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FILER

BRE PROPERTIES INC /MD/

CIK: **1011174** | IRS No.: **941722214** | State of Incorporation: **MD** | Fiscal Year End: **1231**
Type: **10-K/A** | Act: **34** | File No.: **001-14306** | Film No.: **99574274**
SIC: **6798** Real estate investment trusts

Mailing Address	Business Address
<i>ONE MONTGOMERY STREET</i>	<i>44 MONTGOMERY ST</i>
<i>SUITE 2500 TELESIS TOWER</i>	<i>STE 3600</i>
<i>SAN FRANCISCO CA</i>	<i>SAN FRANCISCO CA</i>
<i>94104-5525</i>	<i>94104-5525</i>
	<i>4154456530</i>

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

Form 10-K/A

AMENDMENT NO. 1

to

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the year ended December 31, 1998

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

Commission File No. 0-5305

BRE PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

Maryland

94-1722214

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification Number)

44 Montgomery Street
36th Floor
San Francisco, California

94104-4809

(Address of principal executive
offices)

(Zip Code)

(415) 445-6530

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<TABLE>
<CAPTION>

Title of each class -----	Name of each exchange on which registered -----
<S> Common Stock, \$.01 par value Common Stock Purchase Rights </TABLE>	<C> New York Stock Exchange New York Stock Exchange

The Registrant hereby amends and restates in its entirety the signature page portion of its Annual Report on Form 10-K for the year ended December 31, 1998.

BRE Properties, Inc. by this Form 10-K/A, Amendment No. 1 to Form 10-K, hereby amends and restates the Signature Page.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BRE PROPERTIES, INC.

By /s/ Frank C. McDowell

 Frank C. McDowell
 President and Chief Executive
 Officer

Dated March 12, 1999

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature	Title	Dated
/s/ Frank C. McDowell ----- Frank C. McDowell	President and Director (Principal Executive Officer)	March 12, 1999
/s/ LeRoy E. Carlson ----- LeRoy E. Carlson	Executive Vice President (Principal Financial and Accounting Officer)	March 12, 1999
/s/ John McMahan ----- John McMahan	Chairman and Director	March 12, 1999
/s/ William E. Borsari ----- William E. Borsari	Director	March 12, 1999

/s/ Robert A. Fiddaman

Director

March 12, 1999

Robert A. Fiddaman

/s/ L. Michael Foley

Director

March 12, 1999

L. Michael Foley

/s/ Roger P. Kuppinger

Director

March 12, 1999

Roger P. Kuppinger

/s/ Edward E. Mace

Director

March 12, 1999

Edward E. Mace

/s/ Gregory M. Simon

Director

March 12, 1999

Gregory M. Simon

/s/ Arthur G. von Thaden

Director

March 12, 1999

Arthur G. von Thaden

1

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to Annual Report on Form 10-K for the year ended December 31, 1998 to be signed on its behalf by the undersigned, thereunto duly authorized.

BRE PROPERTIES, INC.

By /s/ LeRoy E. Carlson

LeRoy E. Carlson
Executive Vice President

Dated March 26, 1999

2