

RAMCO GERSHENSON PROPERTIES TRUST

Form 10-K/A

May 26, 2004

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

Form 10-K/A

Amendment No.1

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

For the fiscal year ended December 31, 2003

OR

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

For the transition period from to

Commission file number 1-10093

RAMCO-GERSHENSON PROPERTIES TRUST

(Exact name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)

13-6908486
(I.R.S. Employer
Identification No.)

27600 Northwestern Highway
Southfield, Michigan
(Address of Principal Executive
Offices)

48034
(zip code)

Registrant's telephone number, including area code: 248-350-9900

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange On Which Registered
Common Shares of Beneficial Interest, \$0.01 Par Value Per Share Series B Cumulative Preferred Shares	New York Stock Exchange

\$0.01 Par Value Per Share

New York Stock
Exchange

Securities Registered Pursuant to Section 12 (g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting stock held by non-affiliates of the registrant as of the last business day of the registrant's most recent completed second fiscal quarter was \$337,071,570.

APPLICABLE ONLY TO CORPORATE REGISTRANTS

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

16,794,591 common shares outstanding as of March 11, 2004.

DOCUMENT INCORPORATED BY REFERENCE

Portions of the 2004 Ramco-Gershenson Properties Trust Proxy Statement to be filed with the Securities and Exchange Commission within 120 days after the end of the year covered by this Form 10-K with respect to the annual meeting of shareholders to be held on June 10, 2004 are incorporated by reference into Part III.

Website access to Company's Reports

Ramco-Gershenson Properties Trust website address is www.ramco-gershenson.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to section 13(a) or 15 (d) of the Exchange Act are available free of charge through our website as soon as reasonably possible after they are electronically filed with, or furnished to, the Securities and Exchange Commission.

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Securities Registered Pursuant to Section 12 (g) of the Act: None

Explanatory Note

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Computation of Ratio of Earnings

Section 302 Certification of CEO

Section 302 Certification of CFO

Section 906 Certification

Section 906 Certification

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Explanatory Note

This Amendment No.1 to the registrant's annual report on Form 10-K for the year ended December 31, 2003 is being filed pursuant to Rule 12b-15 for the sole purpose of correcting Exhibit 12.1, Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends. As originally filed, the ratios reflected in Exhibit 12.1 included income from discontinued operations in Income before Minority Interests and gain on sale of real estate related to discontinued operations. Accordingly, Exhibit 12.1 is restated in its entirety to exclude discontinued operations. All information in this Amendment No.1 is as of December 31, 2003 and does not reflect any subsequent information or events other than the changes referred to above.

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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.

Ramco-Gershenson Properties Trust

Dated: May 24, 2004

By: /s/ Richard J. Smith

Richard J. Smith,
Chief Financial Officer

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EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
EX-12.1	Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
EX-31.1	Certification of Chief Executive Officer pursuant to Section 302
EX-31.2	Certification of Chief Financial Officer pursuant to Section 302
EX-32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
EX-32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002