

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**American Assets Trust, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of incorporation  
or organization)

**27-3338708**  
(I.R.S. Employer  
Identification No.)

**11455 El Camino Real, Suite 200**  
**San Diego, California 92130**  
(Address of principal executive offices)

**92130**  
(Zip Code)

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

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

**Common Stock, \$0.01 par value**

**The New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box

Securities Act registration statement file number to which this form relates: 333-169326.

Securities to be registered pursuant to Section 12(g) of the Act: None.

---

**Item 1. Description of Registrant's Securities to be Registered.**

American Assets Trust, Inc. (the "Registrant") hereby incorporates by reference herein the description of its common stock, par value \$0.01 per share, to be registered hereunder set forth under the heading "Description of Securities" in the Registrant's prospectus forming part of its Registration Statement on Form S-11 (File No. 333-169326), originally filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, on September 13, 2010 as thereafter amended and supplemented.

**Item 2. Exhibits.**

Not applicable.

---

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

American Assets Trust, Inc.

Date: January 11, 2011

By: \_\_\_\_\_ /s/ JOHN W. CHAMBERLAIN  
Name: **John W. Chamberlain**  
Title: **Chief Executive Officer and President**