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ASSOCIATED ESTATES REALTY CORP

Form 4

August 11, 2015

Check this box

if no longer

subject to

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

SECURITIES Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

1(b).

(Print or Type Responses)

RICHMOND HEIGHTS, OH 44143

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Shannon John Issuer Symbol ASSOCIATED ESTATES REALTY (Check all applicable) CORP [AEC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 1 AEC PARKWAY 08/07/2015 Sr. V.P., Operations

30(h) of the Investment Company Act of 1940

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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. Transactio Code (Instr. 8)	4. Securities Acquired (A) or ionDisposed of (D) (Instr. 3, 4 and 5) (A) or		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 Indirect Beneficial Ownership (Instr. 4)		
Common Shares, without par value	08/07/2015		Code V D	Amount 200,577	(D)	Price \$ 28.75 (1)	, , , , , , , , , , , , , , , , , , ,	D		
Common Shares, without par value	08/07/2015		D	3,281.3523 (2)	D	\$ 28.75 (1)	0	I	401(k)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

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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. Transactic Code (Instr. 8)	onDerivative		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
Deferred Share Units (3)	<u>(4)</u>	08/07/2015		D		12,039 (5)	<u>(4)</u>	<u>(4)</u>	Common Share	12,039
Empoyee Stock Options	\$ 11.26	08/07/2015		D		39,090	<u>(7)</u>	02/27/2016	Common Shares	39,090

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
Shannon John 1 AEC PARKWAY			Sr. V.P.,				
RICHMOND HEIGHTS, OH 44143			Operations				

Signatures

/s/ Sue Bozek, as Attorney-in-Fact

08/11/2015

**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).
- (1) Disposed of pursuant to a merger agreement among the Issuer, BSREP II Aries Pooling LLC and BSREP II Aries DE Merger Sub Inc. in exchange for the right to receive \$28.75 in cash per share.
- (2) Balance as of August 6, 2015
- (3) Deferred compensation held under the Issuer's deferred compensation plans ("DSUs").
- (4) Each DSU was the economic equivalent of one Issuer common share, and were initially payable pursuant to the Reporting Person's deferred compensation elections.

Reporting Owners 2

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- (5) Includes DSUs acquired pursuant to dividend reinvestment.
- (6) Disposed of pursuant to a merger agreement among the Issuer, BSREP II Aries Pooling LLC and BSREP II Aries DE Merger Sub Inc. in exchange for the right to receive \$28.75 in cash per DSU.
- (7) Options were fully vested.
- Disposed of pursuant to a merger agreement among the Issuer, BSREP II Aries Pooling LLC and BSREP II Aries DE Merger Sub Inc. in
- (8) exchange for the right to receive \$17.49 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$28.75 per share.

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.