### Edgar Filing: ASSOCIATED ESTATES REALTY CORP - Form 4

#### ASSOCIATED ESTATES REALTY CORP

Form 4

August 11, 2015

#### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Other (specify

Estimated average burden hours per response... 0.5

Check this box if no longer

subject to Section 16. Form 4 or

Form 5

1(b).

(Last)

(City)

(Instr. 3)

obligations may continue.

See Instruction

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Fosheim Jon A

2. Issuer Name and Ticker or Trading Symbol

ASSOCIATED ESTATES REALTY

CORP [AEC]

3. Date of Earliest Transaction

(Month/Day/Year) 08/07/2015

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

4 CORPORATE PLAZA

DRIVE, SUITE 250

(Street)

(State)

(First)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

Officer (give title

X\_ Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEWPORT BEACH, CA 92660

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Price Underlying Securities Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and	4)	(Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units (1)	(2)	08/07/2015		D		5,339 (3)	(2)	(2)	Common Share	5,339	\$ 28 (4

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>Fg</b>	Director	10% Owner	Officer	Other			
Fosheim Jon A 4 CORPORATE PLAZA DRIVE SUITE 250 NEWPORT BEACH, CA 92660	X						
Cianaturas							

# **Signatures**

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

08/11/2015

\*\*Signature of Reporting Person Da

### **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) Deferred compensation held under the Issuer's deferred compensation plans ("DSUs").
- (2) Each DSU was the economic equivalent of one Issuer common share, and were initially payable pursuant to the Reporting Person's deferred compensation elections.
- (3) Includes 5,150 DSUs previously reported on Table I as restricted shares, which were deferred and are represented by the DSUs, plus DSUs acquired pursuant to dividend reinvestment.
- (4) 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.

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.

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