

FATICA LOU
Form 4
May 17, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FATICA LOU

2. Issuer Name and Ticker or Trading Symbol
ASSOCIATED ESTATES REALTY CORP [AEC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1 AEC PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

RICHMOND HEIGHTS, OH 44143

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Shares, without par value | 05/13/2010 | | M | | 5,000 | A | \$ 8.063 |
| Common Shares, without par value | 05/13/2010 | | M | | 17,629 | A | \$ 8.69 |
| Common Shares, without par value | 05/13/2010 | | S | | 22,629 | D | \$ 13.6678 |
| | | | | | (1) | | (2) |

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| | | | | | | | |
|----------------------------------|------------|---|------------------------------|---|-------------------------------------|---------|---|
| Common Shares, without par value | 05/14/2010 | M | 3,534 | A | \$ 8.69 | 150,291 | D |
| Common Shares, without par value | 05/14/2010 | S | <u>3,534</u> ⁽¹⁾ | D | \$ <u>13.4129</u> ⁽³⁾ | 146,757 | D |
| Common Shares, without par value | 05/17/2010 | M | 44,574 | A | \$ 8.69 | 191,331 | D |
| Common Shares, without par value | 05/17/2010 | S | <u>44,574</u> ⁽¹⁾ | D | \$ <u>13.3002</u> ⁽⁴⁾ | 146,757 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 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 |
| Employee Stock Options | \$ 8.063 | 05/13/2010 | | M | 5,000 | 12/08/2001 12/08/2010 | Common Shares 5,000 |
| Employee Stock Options | \$ 8.69 | 05/13/2010 | | M | 17,629 | 02/28/2006 02/28/2011 | Common Shares 17,629 |
| Employee Stock Options | \$ 8.69 | 05/14/2010 | | M | 3,534 | 02/28/2006 02/28/2011 | Common Shares 3,534 |
| | \$ 8.69 | 05/17/2010 | | M | 44,574 | 02/28/2006 02/28/2011 | 44,574 |

Employee
 Stock
 Options

Common
 Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FATICA LOU 1 AEC PARKWAY RICHMOND HEIGHTS, OH 44143 | | | Chief Financial Officer | |

Signatures

/s/Suzanne K. Hanselman, as
 Attorney-in-Fact

05/17/2010

__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) These shares were sold pursuant to cashless exercise of stock options.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$13.60 - \$13.88.

(2) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$13.40 - \$13.48.

(3) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$13.25 - \$13.64.

(4) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

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.