

ASSOCIATED ESTATES REALTY CORP

Form 4

August 11, 2015

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 *
SCHOFF JAMES A

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)
ONE AEC PARKWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2015

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 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 Ownership (Instr. 4)
Common Shares, without par value	08/07/2015		D	17,540	D		
				(A) or (D)	Price		
					\$		
					28.75	0	D
					(1)		

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
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SEC 1474
(9-02)

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

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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)		8. Pr Deri Secu (Inst
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units ⁽²⁾	<u>(3)</u>	08/07/2015		D	32,239 <u>(4)</u>	<u>(3)</u>	<u>(3)</u>	Common Share	32,239	\$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHOFF JAMES A ONE AEC PARKWAY RICHMOND HEIGHTS, OH 44143	X

Signatures

/s/ Sue Bozek, as
Attorney-in-Fact
Signature of Reporting Person 08/07/2015
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) Deferred compensation held under the Issuer's deferred compensation plans ("DSUs").
- (3) Each DSU was the economic equivalent of one Issuer common share, and were initially payable pursuant to the Reporting Person's deferred compensation elections.
- (4) Includes DSUs acquired pursuant to dividend reinvestment.
- (5) 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.