SELLERS R SCOT

Form 4

January 03, 2003

SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5

4. Statement for 1. Name and Address of Reporting 2. Issuer Name 6. Relationship of Reporting Person' and Ticker or Trading Symbol Month/Day/Year Person(s) to Issuer Sellers, R. Scot (Check all applicable) **Archstone-Smith Trust** 1/1/03 **ASN** X Director _ 10% Owner (Last) (First) X Officer (give title below) _ Other (Middle) (specify below) 9200 E. Panorama Circle 3. I.R.S. Identification 5. If Amendment, Suite 400 Number of Reporting Date of Original Description **Trustee and Chief** Person, if an entity (Month/Day/Year) **Executive Officer** (voluntary) (Street) Englewood, CO 80112 7. Individual or Joint/Group Filing (Check Applicable Line) (City) (State) (Zip) X Form filed by One Reporting Person Form filed by More than One Reporting Person

		Table I - No	n-Derivati	ive Sec	urit	ies Acquir	ed, Di	sposed	of, or Benef	iciall	y Owned				
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Yea	Execution any	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		ies Acc posed 3, 4, an	5. Amount of Securities Beneficially Owned Following		6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership				
				Code	٧	Amount	A/D	Price	Reported Transaction(s) (Instr. 3 and 4)		or (In Indirect (I) (Instr. 4)		str. 4)		
									Τ						
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
Security (Instr. 3) Exercise Price of Derivative Day/ Exercise Date Execut Date, if any			Deemed Execution Date, if any (Month/ Day/	n Co		ctionDeriva Sec Acquir or D (D)	Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and		6. Date Exercisable(and Expiration Date(ED) (Month/Da	,			8. Price of Deriva Securii (Instr.5	tive ty	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction((Instr.4)

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			Code	V	А	D	DE	ED	Title	Amount or Number of Shares	
Dividend Equivalent Units	1 for 1	1/1/03	A		31,384.72		(1)	none	Common Shares	31,384.72	51,788.86

Explanation of Responses:

(1) Dividend Equivalent Units are earned and accrue on restricted stock and option grants pursuant to Archstone-Smith Trust 2001 Long-Term Incentive Plan; the rate of vest is the same as each underlying grant. DEUs are valued at the time of settlement.

By:

/s/ Erin McMahon, Attorney-in-Fact on behalf of R. Scot

<u>Sellers</u>

1/3/02

** Signature of Reporting Person

Date

SEC 1474 (9-02)

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

- * 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).

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.