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DAVIDSON DIVERSIFIED REAL ESTATE II LIMITED PARTNERSHIP

Form 4

October 22, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

Partnership

Units

09/29/2004

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **APARTMENT INVESTMENT &** Issuer Symbol MANAGEMENT CO DAVIDSON DIVERSIFIED REAL (Check all applicable) **ESTATE II LIMITED** PARTNERSHIP [NONE] Director 10% Owner Other (specify Officer (give title (Last) (First) (Middle) 3. Date of Earliest Transaction below) (Month/Day/Year) 4582 SOUTH ULSTER STREET 09/29/2004 PARKWAY, SUITE 1100 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting DENVER, CO 80237 Person (City) (State) (Zip) Table I. Non Derivative Securities Acquired Disposed of or Peneficially Owned

` •	` '	1 abie	: 1 - Non-D	erivative i	secur	iues Acquire	a, Disposea oi, o	г вененскану	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	or Dispo	sed of	(D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(A)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Limited									See
Partnership	09/29/2004		P	8.25	A	\$ 4,106.18	655 5 (2)	Ţ	Footnote
Units	0)12)12004		1	<u>(1)</u>	11	4,106.18	033.3 <u></u>	1	(2)
Limited						¢			See

1 (1)

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

P

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

 $656.5 \ \underline{^{(3)}}$

4,106.18

I

Footnote

(3)

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displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit.	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctionNumbe	er Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) Deriva	tive		Secur	rities	(Instr. 5)
	Derivative				Securit	ies		(Instr	. 3 and 4)	
	Security				Acquir	ed				
					(A) or					
					Dispos	ed				
					of (D)					
					(Instr.	3,				
					4, and	5)				
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
				Code	V (A) (1	D)			Shares	
				Coue	v (A) (1	<i>D</i>)			Silaies	

Reporting Owners

Reporting Owner Name / Address	Relationships				
Reporting Owner Funite / Funitess		10% Owner	Officer	Other	
APARTMENT INVESTMENT & MANAGEMENT CO 4582 SOUTH ULSTER STREET PARKWAY SUITE 1100 DENVER, CO 80237		X			
AIMCO PROPERTIES LP 4582 SOUTH ULSTER STREET PARKWAY SUITE 1100 DENVER, CO 80237		X			

Signatures

/s/ Derek McCandless Assistant Secretary Apartment Investment and Management Company					
**Signature of Reporting Person	Date				
/s/ Derek McCandless, Assistant Secretary, AIMCO Properties, L.P.	10/22/2004				
**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 Limited Partnership Units ("Units") were purchased directly by AIMCO Properties, L.P. ("AIMCO Properties").
- (2) This amount consists of: (1) 496.75 Units owned directly by AIMCO Properties. AIMCO Properties is a joint filer with Apartment Investment and Management Company ("AIMCO") for purposes of Section 13(d) of the Exchange Act. The sole general partner of AIMCO Properties is AIMCO-GP, Inc., a wholly owned subsidiary of AIMCO; (2) 35.75 Units owned directly by AIMCO IPLP, L.P.

Reporting Owners 2

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("IPLP"). The sole general partner of IPLP is AIMCO/IPT, Inc. ("AIMCO/IPT"), a wholly owned subsidiary of AIMCO; (3) 122.75 Units owned directly by Cooper River Properties, L.L.C. ("Cooper River"). Cooper River is a wholly owned subsidiary of IPLP, whose sole general partner is AIMCO/IPT, a wholly owned subsidiary of AIMCO; and (4) 0.25 Units owned directly by Davidson Diversified Properties, Inc. ("DDP"). DDP is a wholly owned subsidiary of AIMCO.

This amount consists of: (1) 497.75 Units owned directly by AIMCO Properties. AIMCO Properties is a joint filer with Apartment Investment and Management Company ("AIMCO") for purposes of Section 13(d) of the Exchange Act. The sole general partner of AIMCO Properties is AIMCO-GP, Inc., a wholly owned subsidiary of AIMCO; (2) 35.75 Units owned directly by AIMCO IPLP, L.P.

(3) ("IPLP"). The sole general partner of IPLP is AIMCO/IPT, Inc. ("AIMCO/IPT"), a wholly owned subsidiary of AIMCO; (3) 122.75 Units owned directly by Cooper River Properties, L.L.C. ("Cooper River"). Cooper River is a wholly owned subsidiary of IPLP, whose sole general partner is AIMCO/IPT, a wholly owned subsidiary of AIMCO; and (4) 0.25 Units owned directly by Davidson Diversified Properties, Inc. ("DDP"). DDP is a wholly owned subsidiary of AIMCO/IPT, a wholly owned subsidiary of AIMCO.

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.