

FATICA LOU
Form 4
February 21, 2013

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2013

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

1 AEC PARKWAY
(Street)

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

RICHMOND HEIGHTS, OH 44143

(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 | 02/19/2013 | | M | | 12,750 | A | \$ 9.46 | 235,699 | D |
| Common Shares, without par value | 02/19/2013 | | M | | 30,354 | A | \$ 9.58 | 266,053 | D |
| Common Shares, without par value | 02/19/2013 | | M | | 26,060 | A | \$ 11.26 | 292,113 | D |

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| | | | | | | | | |
|----------------------------------|------------|---|--------|---|-----------------------------|---------|---|-----------|
| Common Shares, without par value | 02/19/2013 | S | 65,564 | D | \$ 17.3416 <u>(1)</u> | 226,549 | D | |
| Common Shares, without par value | 02/19/2013 | S | 3,600 | D | \$ 17.4001 <u>(2)</u> | 222,949 | D | |
| Common Shares, without par value | | | | | | 2,914 | I | By 401(k) |

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.

SEC 1474
(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 | \$ 9.46 | 02/19/2013 | | M | 12,750 | 08/27/2005 08/27/2014 | Common Shares 12,750 |
| Employee Stock Options | \$ 9.58 | 02/19/2013 | | M | 30,354 | 02/04/2006 08/04/2015 | Common Shares 30,354 |
| Employee Stock Options | \$ 11.26 | 02/19/2013 | | M | 26,060 | 02/28/2007 02/27/2016 | Common Shares 26,060 |

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

02/21/2013

__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).

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$17.295 - \$17.39.

(1) 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 \$17.395 - \$17.41.

(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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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