

APARTMENT INVESTMENT & MANAGEMENT CO
 Form 4
 May 14, 2007

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 *
HERZOG THOMAS M

2. Issuer Name and Ticker or Trading Symbol
APARTMENT INVESTMENT & MANAGEMENT CO [AIV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**4582 S. ULSTER STREET
 PARKWAY, SUITE 1100**

3. Date of Earliest Transaction
 (Month/Day/Year)
05/10/2007

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
Executive Vice President - CFO

(Street)
DENVER, CO 80237

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	05/10/2007		S	5,500	D	\$ 54	59,361 D
Class A Common Stock	05/10/2007		S	800	D	\$ 54.01	58,561 D
Class A Common Stock	05/10/2007		S	100	D	\$ 54.02	58,461 D
Class A Common Stock	05/10/2007		S	300	D	\$	58,161 D

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Common Stock						54.03	
Class A Common Stock	05/10/2007		S	557	D	\$ 54.04	57,604 D
Class A Common Stock	05/11/2007		M	7,547	A	\$ 33.95	65,151 D
Class A Common Stock	05/11/2007		S	6,400	D	\$ 54.95	58,751 D
Class A Common Stock	05/11/2007		S	100	D	\$ 54.96	58,651 D
Class A Common Stock	05/11/2007		S	900	D	\$ 54.97	57,751 D
Class A Common Stock	05/11/2007		S	147	D	\$ 54.99	57,604 D

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

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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)	8. Amount or Number of Shares	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 33.95	05/11/2007		M	7,547	<u>(1)</u>	01/19/2014	Class A Common Stock	7,547

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERZOG THOMAS M 4582 S. ULSTER STREET PARKWAY SUITE 1100 DENVER, CO 80237			Executive Vice President - CFO	

Signatures

Thomas M.
Herzog

05/14/2007

**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) The option vests 20% on each anniversary of the grant date of January 19, 2004.
 - (2) Option award approved by Compensation and Human Resources Committee; price column not applicable.

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