

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 *
 FRIEDMAN JEFFREY I

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)
 1 AEC PARKWAY
 (Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

RICHMOND HEIGHTS, OH 44143-1467

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares, without par value	08/07/2015		D		5,685	D	\$ 28.75 ⁽¹⁾ 0
Common Shares, without par value	07/01/2015		G	V	14,647	D	\$ 0 363,874
Common Shares, without par value	07/02/2015		G	V	13,873	D	\$ 0 350,001

par value

Common Shares, without par value	08/07/2015	D		350,001	D	\$ 28.75 <u>(1)</u>	0	D	
Common Shares, without par value	07/01/2015	G	V	1,000	D	\$ 0	100,000	I	By wife
Common Shares, without par value	08/07/2015	D		100,000	D	\$ 28.75 <u>(1)</u>	0	I	By wife
Common Shares, without par value	08/07/2015	D		21,823.3152 <u>(2)</u>	D	\$ 28.75 <u>(1)</u>	0	I	401(k)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Deferred Share Units <u>(3)</u>	<u>(4)</u>	08/07/2015		D		<u>(4)</u> <u>(4)</u>	Common Share 279,380
Employee Stock Options	\$ 15.29	08/07/2015		D		<u>(7)</u> 02/15/2022	Common Shares 61,286
Employee Stock Options	\$ 11.26	08/07/2015		D		<u>(7)</u> 02/27/2016	Common Shares 125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN JEFFREY I 1 AEC PARKWAY RICHMOND HEIGHTS, OH 44143-1467	X		Chairman, President & CEO	

Signatures

/s/ Sue Bozek, as
Attorney-In-Fact

08/11/2015

__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) 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) Balance as of August 6, 2015
 - (3) Deferred compensation held under the Issuer's deferred compensation plans ("DSUs").
 - (4) Each DSU was the economic equivalent of one Issuer common share, and were initially payable pursuant to the Reporting Person's deferred compensation elections.
 - (5) Includes DSUs acquired pursuant to dividend reinvestment.
 - (6) 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.
 - (7) Options were fully vested.
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 \$13.46 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$28.75 per share.
 - (8) 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 \$17.49 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$28.75 per share.
 - (9) 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 \$17.49 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$28.75 per share.

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.