APARTMENT INVESTMENT & MANAGEMENT CO
Form 8-A12B
March 20, 2001

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As filed with the Securities and Exchange Commission on March 20, 2001

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO
SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

APARTMENT INVESTMENT AND MANAGEMENT COMPANY
(Exact name of Registrant as Specified in its Charter)

| MARYLAND | 84-1259577 |
|---|---|
| (State of Incorporation or Organization) | (I.R.S. Employer Identification No.) |

2000 SOUTH COLORADO BOULEVARD, TOWER TWO, SUITE 2-1000
DENVER, COLORADO 80222-7900
(Address of principal executive offices)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [x]

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. [ ]

Securities Act registration statement file number to which this form relates: 333-61409

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|---|---|
| Class Q Cumulative Preferred Stock, par value $.01 per share (liquidation preference $25 per share) | The New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act: None

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

This Registration Statement relates to the registration under the Securities Exchange Act of 1934, as amended, of shares of Class Q Cumulative Preferred Stock, par value $.01 per share (liquidation preference $25 per share) (the "Class Q Preferred Stock"), of Apartment Investment and Management Company, a Maryland corporation (the "Registrant"). The description of the Class Q Preferred Stock to be registered hereunder is set forth under the caption "Description of Class Q Cumulative Preferred Stock" in the Registrant's Prospectus Supplement, dated March 14, 2001, with respect to the Class Q Preferred Stock (the "Prospectus Supplement"), filed pursuant to Rule 424(b) promulgated under the Securities Act of 1933, as amended, relating to the Registrant's Registration Statement on Form S-3 (No. 333-61409) filed with the Commission on November 25, 1998, as amended, which description is incorporated herein by reference.

ITEM 2. EXHIBITS.

The Registrant intends to register the Class Q Preferred Stock on The New York Stock Exchange, on which exchange other securities of the Registrant are registered. Accordingly, copies of the following exhibits will be filed with The New York Stock Exchange, and are filed as exhibits to this Registration Statement:

3.1 Charter of Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000).

3.2 Bylaws of Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000).

3.3 Articles Supplementary relating to the Class Q Preferred Stock.

3.4 Form of Stock Certificate relating to the Class Q Preferred Stock.



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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

APARTMENT INVESTMENT AND
MANAGEMENT COMPANY

By: /s/ Paul J. McAuliffe
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Name: Paul J. McAuliffe
Title: Executive Vice President,
Chief Financial Officer

Date: March 20, 2001





INDEX TO EXHIBIT

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