

ASSOCIATED ESTATES REALTY CORP  
 Form 4  
 February 28, 2008

**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 \*  
 Shannon John

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)  
 02/26/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. V.P., Operations

RICHMOND HEIGHTS, OH 44143

(City) (State) (Zip)

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

**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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                  |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Shares, without par value | 02/26/2008                           |  | A                              |   | 9,028 A \$ 0 <sup>(1)</sup>   | 63,134   | D                                 |
| Common Shares, without par value | 02/26/2008                           |  | F                              |   | 316 D \$ 10.51 <sub>(2)</sub>   | 62,818   | D                                 |
| Common Shares, without par value | 02/26/2008                           |  | F                              |   | 317 D \$ 10.51 <sub>(2)</sub>   | 62,501   | D                                 |

|                                  |            |   |       |   |                                |        |   |
|----------------------------------|------------|---|-------|---|--------------------------------|--------|---|
| Common Shares, without par value | 02/26/2008 | A | 9,028 | A | \$ 0 <sup>(1)</sup>            | 71,529 | D |
| Common Shares, without par value | 02/26/2008 | F | 1,027 | D | \$ <u>10.51</u> <sup>(2)</sup> | 70,502 | D |

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.**

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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. Price or Value of Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)   | (D)                        |
| Deferred Share Units <sup>(3)</sup>        | \$ 0   | 02/26/2008                           |  | A                              | 1,593   | <u>(3)</u>   | <u>(3)</u>  | Common Share  | 1,593                      |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Shannon John<br>1 AEC PARKWAY<br>RICHMOND HEIGHTS, OH 44143 |               |           | Sr. V.P.,<br>Operations |       |

## Signatures

Suzanne K. Hanselman,  
Attorney-in-Fact

02/28/2008

\*\*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) Shares issued pursuant to plan.

(2) Based on closing price of the Common Shares on the NYSE on February 26, 2008.

(3) Represents deferral of restricted shares pursuant to the Company equity deferred compensation plan. Common Shares will be issued in exchange for the Deferred Share Units at the end of the deferral period.

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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