

MID AMERICA APARTMENT COMMUNITIES INC  
Form 8-K  
August 23, 2005  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

August 22, 2005

Date of Report (Date of earliest event reported)

**MID-AMERICA APARTMENT COMMUNITIES, INC.**

(Exact name of registrant as specified in its charter)

**TENNESSEE**  
(State of incorporation)

**1-12762**  
(Commission File Number)

**62-1543819**  
(I.R.S. Employer  
Identification No.)

**6584 Poplar Avenue, Suite 300**

**Memphis, Tennessee**  
(Address of principal executive offices)

**38138**  
(Zip Code)

**(901) 682-6600**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 1.01      Entry into a Material Definitive Agreement**

On August 22, 2005, Mid-America Apartment Communities, Inc. (the "Company") and John F. Flournoy (the "Selling Shareholder"), a director and shareholder of the Company, entered into an underwriting agreement (the "Agreement") pursuant to which the Selling Shareholder agreed to sell to Morgan Keegan & Company, Inc. 300,000 shares of Common Stock, par value \$.01 per share, of the Company owned by the Selling Shareholder (the "Shares") pursuant to a registration statement on Form S-3 (Registration No. 333-82526), including a base prospectus dated February 27, 2002 pursuant to which the Company registered with the Securities and Exchange Commission the Shares for resale by the Selling Shareholder.

A copy of the Agreement is set forth on Exhibit 1.1 and incorporated herein by reference.

**ITEM 9.01      Financial Statements and Exhibits**

(c)      Exhibits

Exhibit

Number	Description
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1.1	Underwriting Agreement dated August 22, 2005

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**MID-AMERICA APARTMENT COMMUNITIES, INC.**

Date: August 23, 2005

/s/Simon R.C. Wadsworth  
Simon R.C. Wadsworth

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Executive Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)