

APARTMENT INVESTMENT & MANAGEMENT CO  
Form 8-K  
September 11, 2008

**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  
Date of Report (Date of earliest event reported) September 9, 2008  
APARTMENT INVESTMENT AND MANAGEMENT COMPANY  
(Exact name of registrant as specified in its charter)**

MARYLAND	1-13232	84-1259577
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

**AIMCO PROPERTIES, L.P.**  
(Exact name of registrant as specified in its charter)

DELAWARE	0-24497	84-1275621
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

4582 SOUTH ULSTER STREET PARKWAY  
SUITE 1100, DENVER, CO 80237  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code (303) 757-8101  
NOT APPLICABLE

(Former name or Former Address, if Changed Since Last Report)

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:

- 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 September 9, 2008, Apartment Investment and Management Company, a Maryland corporation ( Aimco ), AIMCO Properties, L.P., a Delaware limited partnership ( Aimco OP ), and their subsidiary, AIMCO/Bethesda Holdings, Inc., a Delaware corporation ( AIMCO/Bethesda ) (collectively with Aimco and Aimco OP, the Borrowers ), entered into a Fifth Amendment to the Amended and Restated Senior Secured Credit Agreement, dated as of September 9, 2008 (the Fifth Amendment ), among the Borrowers, the pledgors and guarantors named therein, Bank of America, N.A., as administrative agent, and Bank of America, N.A. and the other lenders party thereto. The Fifth Amendment modifies that certain Amended and Restated Senior Secured Credit Agreement dated as of November 2, 2004 (as amended, the Credit Agreement ) among the Borrowers, Bank of America, N.A., as administrative agent, and the lenders party thereto. The Fifth Amendment modifies certain provisions related to letters of credit.

A copy of the Fifth Amendment is filed as Exhibit 10.1 to this report and is incorporated herein by reference.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) The following exhibits are filed with this report:

Exhibit Number Description

10.1	Fifth Amendment to Senior Secured Credit Agreement, dated as of September 9, 2008, by and among Apartment Investment and Management Company, AIMCO Properties, L.P., and AIMCO/Bethesda Holdings, Inc., as the Borrowers, the pledgors and guarantors named therein, Bank of America, N.A., as administrative agent and Bank of America, N.A. and the other lenders party thereto.
------	--

---

SIGNATURE

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

Dated: September 11, 2008

APARTMENT INVESTMENT AND  
MANAGEMENT COMPANY

/s/ Thomas M. Herzog  
Thomas M. Herzog  
Executive Vice President and Chief  
Financial Officer

---

SIGNATURE

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

Dated: September 11, 2008

AIMCO PROPERTIES, L.P.

By: AIMCO-GP, INC.,  
Its General Partner

/s/ Thomas M. Herzog  
Thomas M. Herzog  
Executive Vice President and Chief  
Financial Officer

---

EXHIBIT INDEX

Exhibit Number	Description
10.1	Fifth Amendment to Senior Secured Credit Agreement, dated as of September 9, 2008, by and among Apartment Investment and Management Company, AIMCO Properties, L.P., and AIMCO/Bethesda Holdings, Inc., as the Borrowers, the pledgors and guarantors named therein, Bank of America, N.A., as administrative agent and Bank of America, N.A. and the other lenders party thereto.